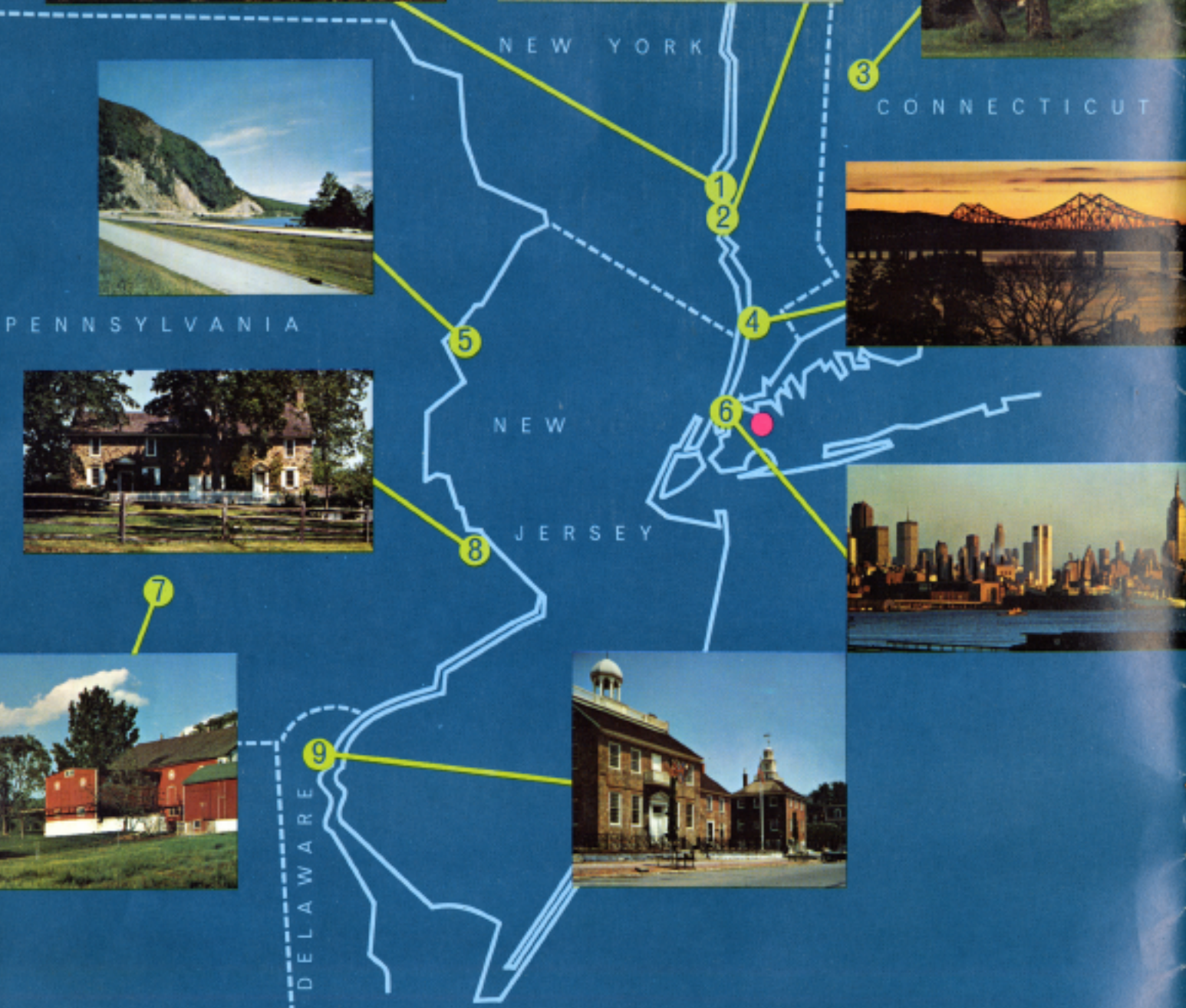
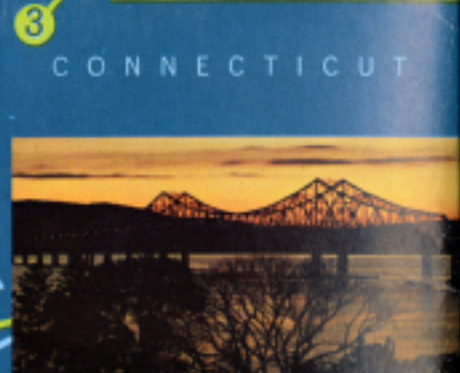
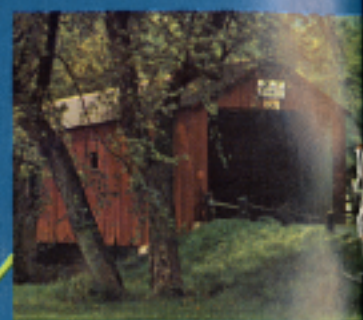


General Motors

ANNUAL
REPORT
1 9 6 3



ON YOUR WAY TO THE FAIR *and Futurama*



Above are shown a few of the many scenic and historic points of interest shareholders may wish to visit en route to the 1964-65 New York World's Fair and the General Motors Futurama exhibit. These scenes serve as back-grounds for the color photographs of 1964 General Motors cars reproduced in this report.

They include: 1. Hudson River between Storm King and Breakneck Mountains; 2. West Point; 3. Covered bridge, West Cornwall; 4. Tappan Zee Bridge; 5. Delaware Water Gap; 6. Midtown Manhattan; 7. Pennsylvania "Dutch" barn; 8. "House of Decision" near Washington Crossing; 9. Town square, New Castle.

General Motors

C O R P O R A T I O N

FIFTY-FIFTH ANNUAL REPORT

YEAR ENDED DECEMBER 31,

1 9 6 3

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PRINCIPAL OFFICES: DETROIT, MICHIGAN — NEW YORK, NEW YORK

Stock Transfer Offices

1775 BROADWAY NEW YORK, NEW YORK 10019	100 WEST TENTH STREET WILMINGTON, DELAWARE 19809	ONE SOUTH VAN NESS AVENUE SAN FRANCISCO, CALIFORNIA 94120	231 S. LA SALLE STREET CHICAGO, ILLINOIS 60606
611 WOODWARD AVENUE DETROIT, MICHIGAN 48232	21 KING STREET, E. TORONTO 1, ONTARIO	225 ST. JAMES STREET, W. MONTREAL 1, QUEBEC	

GENERAL MOTORS CORPORATION

BOARD OF DIRECTORS

ALFRED P. SLOAN, JR. <i>Honorary Chairman</i>	FREDERIC G. DONNER <i>Chairman</i>
HENRY C. ALEXANDER	JAMES R. KILLIAN, JR.
LLOYD D. BRACE	ROGER M. KYES
ALBERT BRADLEY	J. WESLEY MCAFEE
LUCIUS D. CLAY	R. SAMUEL McLAUGHLIN
EDWARD N. COLE	RICHARD K. MELLON
JOHN T. CONNOR*	HOWARD J. MORGES
LEWIS W. DOUGLAS	CHARLES S. MOTT
EDWARD F. FISHER	JOHN L. PRATT
LOUIS C. GOAD	JAMES M. ROCHE
JAMES E. GOODMAN	GEORGE RUSSELL
JOHN F. GORDON	GRAHAM F. TOWERS
ORMOND E. HUNT	WILLIAM K. WHITEFORD

*Effective February 3, 1964

OFFICERS

FREDERIC G. DONNER <i>Chairman</i>	JOHN F. GORDON <i>President</i>
---------------------------------------	------------------------------------

Executive Vice Presidents

LOUIS C. GOAD	JAMES M. ROCHE
JAMES E. GOODMAN	GEORGE RUSSELL

Vice Presidents

CARL E. ALLEN	HERMAN F. LEIDMAN
JOSEPH A. ANDERSON	R. SAMUEL McLAUGHLIN
HARRY F. BARR	WILLIAM L. MITCHELL
EDWARD N. COLE	PHILIP J. MONAGHAN
EARL C. DAUM	ALOYSIUS F. POWER
ANTHONY G. DE LORENZO	EDWARD D. ROLLERT
HAROLD H. DICE	LOUIS G. SEATON
ELLIOTT M. ESTES	KENNETH E. STALEY
ROBERT H. GATHMAN	RICHARD L. TERRELL
RICHARD C. GERSTENBERG	HAROLD G. WARNER
LAWRENCE R. HAFSTAD	CALVIN J. WERNER
EDWIN C. KLOTZBURGER	WALLACE E. WILSON
SEMON E. KNUDSEN	JACK F. WOLFRAM
ROGER M. KYES	

OSCAR A. LUNDIN <i>Treasurer</i>	RALPH C. MARK <i>Comptroller</i>
GEORGE A. BROOKS <i>Secretary</i>	

FINANCE COMMITTEE

FREDERIC G. DONNER <i>Chairman</i>	
HENRY C. ALEXANDER	LOUIS C. GOAD
LLOYD D. BRACE	JOHN F. GORDON
ALBERT BRADLEY	GEORGE RUSSELL
LUCIUS D. CLAY	ALFRED P. SLOAN, JR.

EXECUTIVE COMMITTEE

JOHN F. GORDON <i>Chairman</i>	
EDWARD N. COLE	ROGER M. KYES
FREDERIC G. DONNER	JAMES M. ROCHE
LOUIS C. GOAD	GEORGE RUSSELL
JAMES E. GOODMAN	

AUDIT COMMITTEE

CHARLES S. MOTT <i>Chairman</i>	
LEWIS W. DOUGLAS	ORMOND E. HUNT
EDWARD F. FISHER	J. WESLEY MCAFEE

BONUS AND SALARY COMMITTEE

ALBERT BRADLEY <i>Chairman</i>	
HENRY C. ALEXANDER	ALFRED P. SLOAN, JR.
LLOYD D. BRACE	WILLIAM K. WHITEFORD
LUCIUS D. CLAY	

ADMINISTRATION COMMITTEE

JOHN F. GORDON <i>Chairman</i>	
EDWARD N. COLE	ROGER M. KYES
EARL C. DAUM	PHILIP J. MONAGHAN
FREDERIC G. DONNER	JAMES M. ROCHE
ELLIOTT M. ESTES	EDWARD D. ROLLERT
ROBERT H. GATHMAN	GEORGE RUSSELL
LOUIS C. GOAD	HAROLD G. WARNER
JAMES E. GOODMAN	CALVIN J. WERNER
EDWIN C. KLOTZBURGER	JACK F. WOLFRAM
SEMON E. KNUDSEN	

The Annual Shareholders' Meeting

will be held on May 22, 1964. It is expected that proxy statements will be sent to shareholders beginning about April 17, 1964, at which time proxies for use at this meeting will be requested.

HIGHLIGHTS OF THE YEAR

	1963	1962	1961
DOLLAR SALES OF ALL PRODUCTS			
Civilian	\$ 15,953,932,000	\$ 14,159,322,000	\$ 11,037,426,000
Defense	540,886,000	480,919,000	358,491,000
Total	\$ 16,494,818,000	\$ 14,640,241,000	\$ 11,395,917,000
FACTORY SALES OF CARS AND TRUCKS			
Manufactured in U. S. plants	4,662,000	4,223,000	3,150,000
Manufactured in Canadian plants	307,000	289,000	197,000
Manufactured in Overseas plants	1,005,000	747,000	690,000
Total	5,974,000	5,239,000	4,037,000
NET INCOME	\$ 1,591,823,000	\$ 1,459,077,000	\$ 892,821,000
As a percent of sales	9.7%	10.0%	7.9%
Earned per share of common stock (year 1962 includes extraordinary income equivalent to \$0.27 per share from investment in Ethyl Corporation which was sold in 1962)	\$5.56	\$5.10	\$3.11
Dividends per share of common stock	\$4.00	\$3.00	\$2.50
TAXES			
Provision for U. S. and foreign income taxes	\$ 1,762,100,000	\$ 1,475,400,000	\$ 875,200,000
Other tax provisions (including state, local and GM's share of social security taxes)	482,700,000	447,000,000	372,200,000
Total	\$ 2,244,800,000	\$ 1,922,400,000	\$ 1,247,400,000
Total taxes per share of common stock	\$7.91	\$6.78	\$4.41
Total taxes per dollar of net income	\$1.41	\$1.32	\$1.40
Total taxes per dollar of dividends	\$1.95	\$2.23	\$1.73
REAL ESTATE, PLANTS, AND EQUIPMENT (Excluding Special Tools)			
Net balance at December 31	\$ 3,026,404,000	\$ 2,884,107,000	\$ 2,709,108,000
Plant expenditures for year	647,222,000	645,113,000	503,225,000
INVESTMENT AS OF DECEMBER 31			
Net working capital	\$ 3,727,408,000	\$ 3,528,030,000	\$ 3,058,577,000
Shareholders' net investment	7,121,012,000	6,650,972,000	6,025,655,000
WORLDWIDE EMPLOYMENT			
Average number of employees	640,000	605,000	553,000
Total payroll	\$ 4,312,752,000	\$ 3,894,874,000	\$ 3,238,818,000
U. S. HOURLY-RATE EMPLOYMENT			
Average number of hourly-rate employees	354,000	338,000	300,000
Total hourly-rate payroll	\$ 2,654,778,000	\$ 2,395,757,000	\$ 1,894,059,000
Average weekly wage of hourly-rate employees	\$144.34	\$136.19	\$121.22

What Happened to the Money GM Received During 1963

GM RECEIVED			millions
From sale of its products and other income (net)	100%		\$16,627
THESE RECEIPTS WENT			
To suppliers for materials, services, etc.	45%		7,528
To employees for payrolls, employee benefit plans, etc.	28%		4,767
For Federal, state and local taxes	13%		2,245
To provide for depreciation and obsolescence of plants and equipment	2%		475
To GM shareholders	7		1,149
For use in the business to provide facilities and working capital	2%		443

LETTER TO SHAREHOLDERS

During 1963, General Motors reached new high ground in many areas of the business—in unit factory sales at home and abroad, in dollar sales, in employment and payrolls, in net earnings and in dividends to the shareholders. For the second year running, records were posted in sales, earnings and dividends.

General Motors worldwide sales of cars and trucks of 5,974,000 units in 1963 were 14% above 1962. Dollar sales in 1963 totaled \$16,495 million, or 13% above 1962, while net income amounted to \$1,592 million.

Earnings per share of common stock were \$5.56 compared with 1962 earnings of \$5.10. The per share increase was \$0.73, or 15%, if account is not taken of the extraordinary income of \$0.27 per share in 1962 from General Motors' investment in Ethyl Corporation, which was sold during that year. Dividends paid in 1963 were \$4.00 per share, compared with \$3.00 in 1962.

Many factors contributed to these operating results. The business expansion in the United States, which started early in 1961, continued to advance during 1963, and shows continued strength as we enter 1964. Industrial production, employment and consumer incomes have all reached new highs. Investment by business in new plant and equipment is also at a record level. Wholesale prices have remained stable and the upward movement in consumer prices, largely reflecting increases for services and food, has not been pronounced. In this climate, consumer confidence has contributed to a high level of automotive sales.

The automotive industry has also benefited from the upward thrust of long-term growth forces, which have raised the annual demand for passenger cars by over a million units in the past decade. In addition to replacement demand, these factors include the rise in family formation and in family incomes and the changing patterns in personal transportation needs relating to suburban living.

Sales of General Motors passenger cars manufactured in the United States totaled 4,078,000 units in 1963, or 9% above 1962, while truck sales of 584,000 units were 20% above the previous year. At the end of the year, new car retail deliveries were running above a year earlier, and new car stocks of our dealers were at low levels, reflecting the difficulty of production keeping up with demand.

The market for new cars in 1963 was highly competitive. New models were introduced designed to meet a variety of customer needs. Prices have remained basically the same since the fall of 1958. The trend toward smaller cars, which has been pronounced in recent years, leveled off, and customer interest in larger cars with more distinctive design, comfort and performance characteristics became increasingly evident. A strong dealer organization supported by lines of cars and trucks that led the field also played an important part in GM's results for the year.

Other areas of the Corporation's business also benefited from favorable economic conditions in 1963, and sales to defense and space agencies continued to increase.

To keep General Motors' production facilities in peak competitive condition, an aggressive program of plant modernization was continued in 1963. Expenditures for plant facilities and special tools, both at home and abroad, amounted to \$1,239 million, which was \$159 million more than the amounts provided for depreciation of plant facilities and amortization of special tools. Expenditures for plant facilities alone amounted to \$647 million.

Major steps were taken during the year to achieve increased flexibility in the manufacturing of Buick, Oldsmobile, Pontiac and Chevrolet car lines as well as to improve efficiency and thus lower costs. Changes included a rearrangement of fabricating capacities for major components, better utilization of production facilities in the home plant of each line and realignment of assembly operations. A new assembly plant at Fremont, California, began production of Buick Special, Oldsmobile F-85, Pontiac Tempest and Chevrolet Chevelle passenger cars and Chevrolet and GMC trucks.

Automotive markets overseas are exhibiting many of the characteristics of the market in this country: intense competition, a wide range of product choices and changing customer preferences with respect to vehicle size, body style, performance and economy. The rate of market growth overseas continues to outpace that in the United States.

Overseas, 1963 marked a year in which new GM lines of one-liter cars were being produced. The new Opel plant at Bochum in the Ruhr area in West Germany sold 206,000 Opel Kadetts. New plant facilities in England were completed for the production of the new Vauxhall Viva, a one-liter car introduced in September. These two new lines permit General Motors to compete overseas across virtually the entire range of cars sold.

Other overseas expansion programs were completed in Portugal and Norway and are under way in Australia, Mexico, South Africa, New Zealand and Peru.

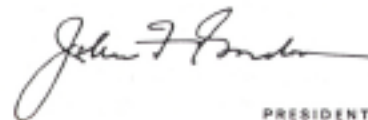
Total sales of cars and trucks produced overseas in 1963 amounted to 1,005,000 units, a new record well beyond the 1962 total of 747,000 units. These sales, together with exports from the United States and Canada, reached a total of 1,121,000 units in 1963, which was 268,000 more than in 1962.

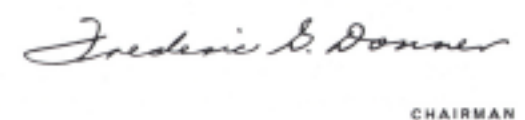
At the end of August, 1964, the three-year agreements with unions representing most of General Motors hourly-rate employees in the United States are subject to termination. Since the present agreements were signed, employment in our plants has held steadily at high levels. Results have continued to demonstrate the value of long-term agreements. It is our hope that new agreements satisfactory to all concerned can be negotiated through the processes of free collective bargaining.

The achievements of 1963 stand as a tribute to the efforts of the men and women who are employed throughout the world by General Motors. They can well be proud of their accomplishments. We know that their continued energies and their loyalty can be counted on in the current year.

This report is prepared and submitted to the shareholders of General Motors by order of the Board of Directors.

February 13, 1964


PRESIDENT


CHAIRMAN

GENERAL MOTORS TRENDS

Total Factory Sales—Cars and Trucks
millions of units



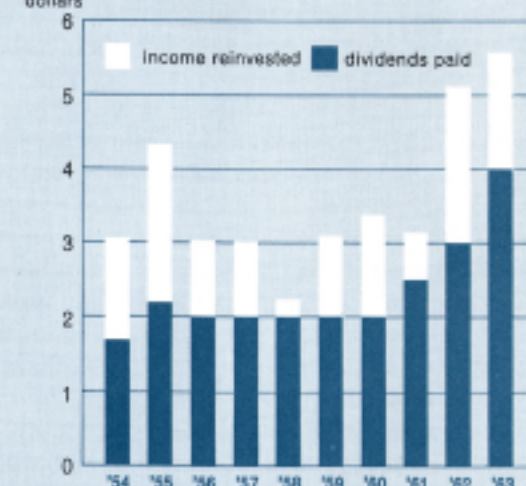
Net Sales
millions of dollars



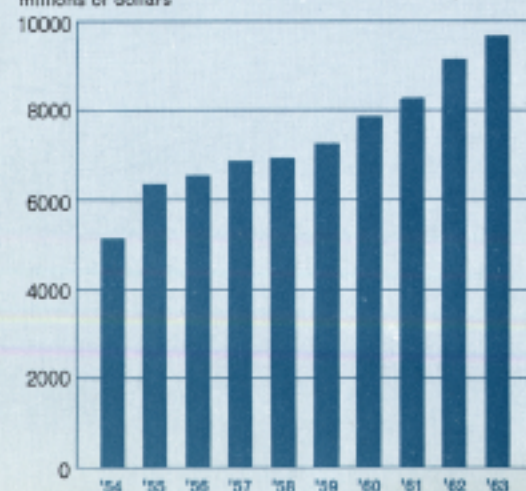
Taxes and Net Income
millions of dollars



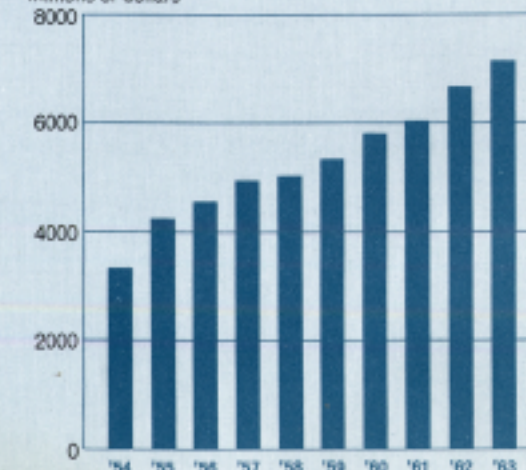
Earnings Per Share of Common Stock
dollars



Total Assets
millions of dollars



Shareholders' Equity
Common and Preferred Shareholders
millions of dollars



FINANCIAL REVIEW

Net Sales in 1963 reached a new all-time high of \$16,495 million, 13% above the \$14,640 million attained in 1962, the previous record year. Defense sales of \$541 million reached their highest level since 1957. Sales of automotive products accounted for over 90% of the Corporation's total civilian sales in 1963.

Net Income of \$1,592 million was 9% above the \$1,459 million earned in the previous year. The increase was 15% if the 1962 extraordinary income from the General Motors investment in Ethyl Corporation, which was sold in 1962, is not taken into account. About 8% of 1963 net income was earned on the Corporation's investments outside the United States and Canada.

Earnings on the Common Stock amounted to \$5.56 per share, compared with \$5.10 in 1962. The 1962 earnings included extraordinary income equivalent to \$0.27 per share from the General Motors investment in Ethyl Corporation.

Dividends of \$4.00 per share were paid on the common stock in 1963 and \$1.56 per share was reinvested in the business. The 1962 dividends were \$3.00 per share, and \$2.10 per share was reinvested. Total dividend payments on the common stock in 1963 amounted to a record \$1,136 million, compared with \$850 million in 1962.

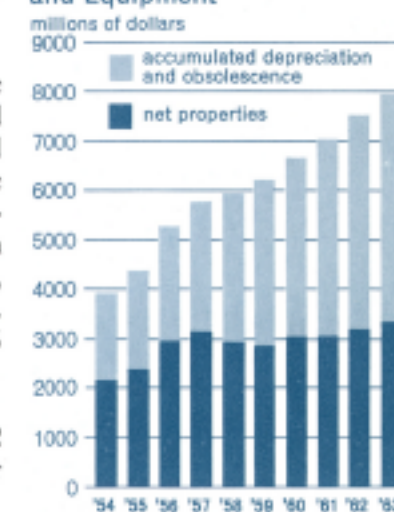
Taxes provided during 1963 totaled \$2,245 million, equivalent to \$7.91 per share of common stock. These taxes included U. S. and foreign income taxes, state and local taxes and the Corporation's share of social security taxes. Provision for U. S. and foreign income taxes in 1963 totaled \$1,762 million. Total ascertainable taxes applicable to GM operations (including sales and excise taxes paid on the sale of cars, trucks and other products which are excluded from both sales and costs) amounted to \$3,564 million, equivalent to \$12.56 per share of common stock or 3 times the record amount paid in dividends during the year.

Expenditures for Plant and Equipment to keep facilities up to date and to provide adequate capacity totaled \$647 million during 1963, compared with \$645 million in 1962. Plant expenditures in the United States totaled \$531 million in 1963 compared with \$421 million the previous year. The major portion of the amounts spent in 1963 in the United States was in connection with new model programs, the realignment and modernization of the Corporation's plants including the construction of the new Fremont, California, assembly plant, and the replacement of machinery and equipment.

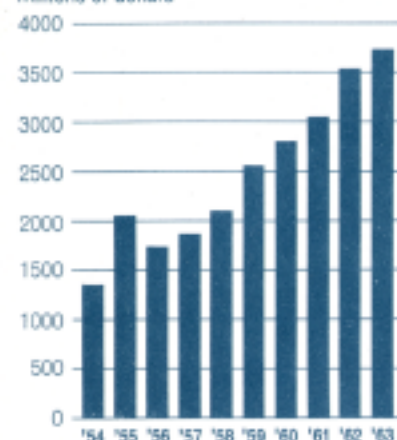
Depreciation and obsolescence charged to income during 1963 was \$475 million, compared with \$445 million in 1962.

Expenditures for Special Tools during the year amounted to \$592 million, or \$13 million less than tool amortization. At the end of the year the unamortized balance of special tools was \$310 million.

Real Estate, Plants, and Equipment
millions of dollars



Net Working Capital



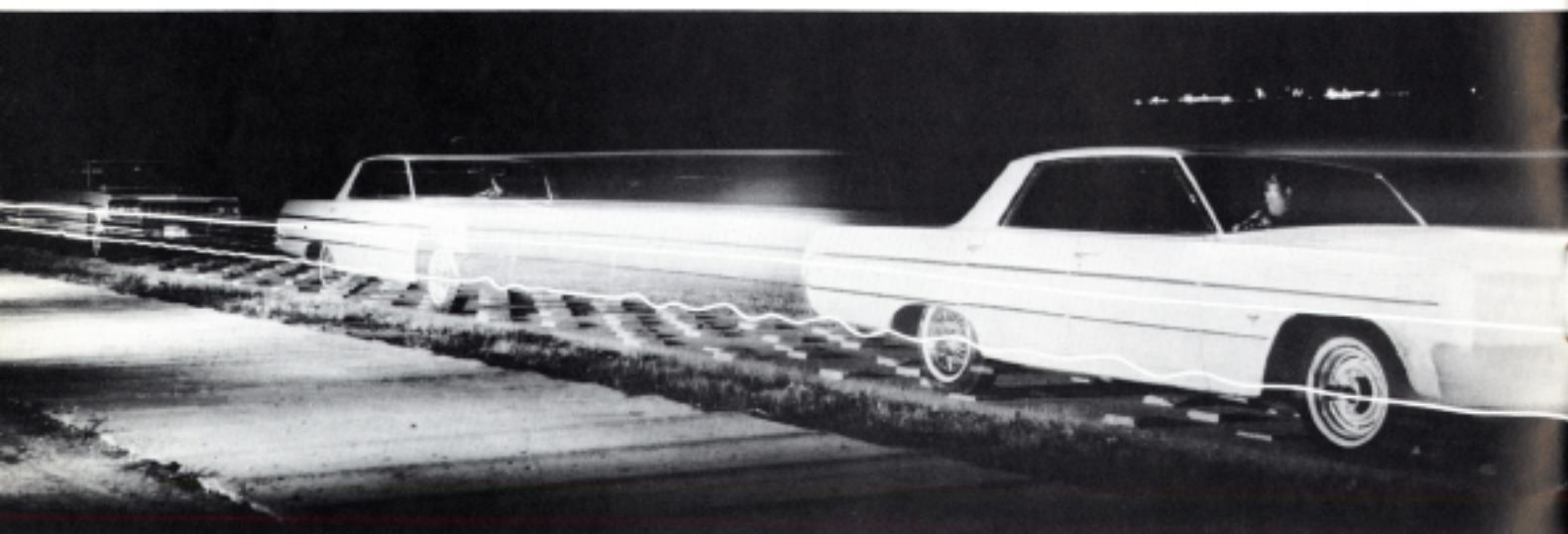
Net Working Capital at December 31, 1963, totaled \$3,727 million, an increase of \$199 million over the 1962 year-end total of \$3,528 million. In 1963, after the payment of dividends, the balance of net earnings amounting to \$443 million was retained for use in the business. Proceeds from the sale of newly issued stock upon exercise of options granted under the Stock Option Plan increased working capital an additional \$23 million. Net working capital was reduced by a total of \$329 million during 1963 due to the increase of \$129 million in net real estate, plants and equipment; the investment of \$130 million in U. S. Government securities maturing 1967-1972; and the reacquisition of \$70 million of the Corporation's 3¼% Debentures. Other changes, which had the effect of adding \$62 million to working capital, accounted for the balance of the total increase of \$199 million. In 1962 net working capital increased by \$469 million.

Equity of the Common Shareholders was increased during 1963 by a total of \$470 million representing principally the reinvestment of earnings. At December 31, 1963, the total equity of the common shareholders, representing the par value of the common stock, capital surplus and net income retained for use in the business, amounted to \$6,837 million. The number of issued shares of common stock increased from 286,139,125 to 286,653,007 during the year. The book value increased from \$22.25 per share to \$23.85.

The Pension Funds established under the hourly-rate and salaried employees' non-contributory pension plans for General Motors employees in the United States were held by six bank trustees during 1963. Effective January 1, 1964, Bank of America National Trust and Savings Association, San Francisco, California, was added as a seventh trustee. As of December 31, 1963, the trustees held funds totaling \$1,332 million, with the securities valued at cost. The table at the bottom of page 31 summarizes the changes in the funds during the year.

The contributory part of the retirement program for salaried employees in the United States is funded under a contract with three insurance companies.

This picture and others in this report demonstrate the many ways in which General Motors "tests" value into its cars. Here, for example, a time exposure using special lights attached to Chevrolet body and wheel reveals degree to which suspension system absorbs jarring of cement "bumps" built into road at Milford Proving Ground



REVIEW OF OPERATIONS

GENERAL MOTORS ACHIEVED RECORD UNIT SALES in 1963 in the United States, in Canada and overseas. Worldwide factory sales totaled 5,974,000 units, 14% more than the 5,239,000 units sold in 1962, the previous record year. Factory sales of GM cars and trucks manufactured in the United States in 1963 totaled 4,662,000 units, 10% more than in the previous year. Of these, 4,078,000 were passenger cars and 584,000 were trucks. Industry factory sales of cars and trucks produced in U. S. plants during 1963 totaled 9,100,000 units, 11% more than the previous year.

Factory sales of GM cars and trucks produced in Canada totaled 307,000 units, 15% above the previous record year of 1962.

During 1963, factory sales of cars and trucks produced in GM plants overseas totaled 1,005,000, a 34% increase over the previous year. This was the first year that such sales exceeded one million units, the previous high being 771,000 units in 1960.

PRICES of the 1964 car lines introduced last fall were held at or below levels for the comparably equipped 1963 models. The fact that prices over the last six model years have remained basically the same has been a contributing factor in the continuing strong demand for GM cars. Significantly, this stability has been achieved despite increases in many elements of cost, including wages and fringe benefits, despite substantial additions to product value through design and engineering changes, and despite improvements in product quality and a doubling of the warranty period to 24,000 miles or 24 months, whichever comes first.

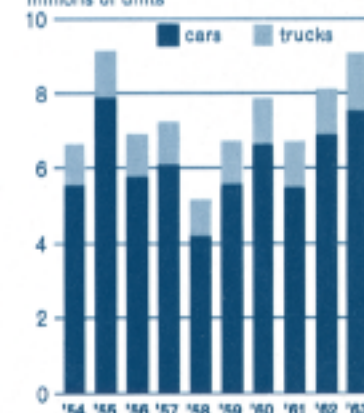
In January, 1964, the Corporation began offering the Opel Kadett in the United States. This one-liter car is being sold through selected Buick dealers. In February, 1964, Buick and Oldsmobile introduced new vista dome Special and F-85 station wagons, combining utility and eye appeal.

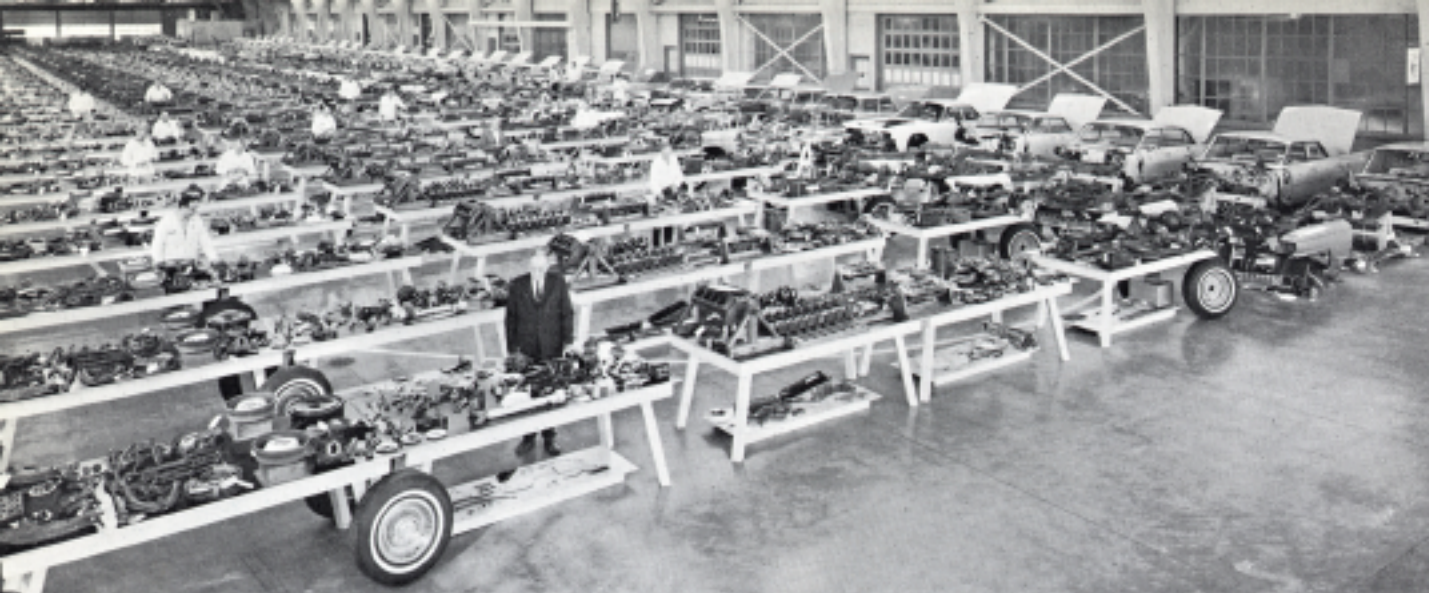
Cadillac introduced, as an option with its 1964 models, the Comfort Control system which automatically operates the heater and air conditioner. The driver merely selects the desired temperature on a thermostat-like control and the system supplies the right amount of cooled or heated conditioned air to maintain the desired level, regardless of the season.

THE IMPORTANCE OF SATISFIED CUSTOMERS who will become tomorrow's repeat buyers has always been recognized by General Motors and its dealers. All car divisions are giving added emphasis to the importance of good owner relations. Dealers are encouraged to improve their sales and service facilities. General Motors continues to emphasize research and testing in the design and engineering of its cars so as to be assured that GM cars meet the needs of owners in every way. A special chapter of this report—"Tested Value—the GM Concept"—is devoted to this important subject.

A STRONG DEMAND FOR GM TRUCKS is paralleling the demand for GM passenger cars. General Motors extended its already wide range of trucks by introducing the Chevy-Van and GMC Handi-Van. These are flat-floor, light-duty panel delivery trucks with front-mounted engines. In January,

U.S. Industry Factory Sales





(Above) When 36,000-mile durability run at GM's Milford Proving Ground is completed cars are dismantled for detailed inspection by engineers and designers. (Below) Three GM cars climb to summit of Pikes Peak to test engines and transmissions under extreme grade and altitude conditions



1964, GMC Truck & Coach Division announced a 4-cycle Diesel engine called the Toro-Flow. The engine is available in a new series of medium-range GMC trucks.

THE CORPORATION'S PROGRAM OF PLANT MODERNIZATION AND EXPANSION was continued in 1963. Of major significance was the completion of a new assembly plant at Fremont, California, to enable the Corporation better to serve the needs of the growing western part of the country. A substantial modernization and expansion of the Tarrytown, New York, Chevrolet and Fisher Body assembly plants was also brought to conclusion during the year. Modernization programs were completed at Chevrolet and Fisher facilities in St. Louis and Kansas City, Missouri, and are continuing at the Chevrolet and Fisher assembly plants in Flint, Michigan, the Linden assembly plant in New Jersey and the Central Foundry plants. Work was begun on the modernization of the Chevrolet foundry at Tonawanda, New York. Modernization and expansion of the Cadillac and Fisher-Fleetwood plants in Detroit will be completed this year, as will the construction of new engineering facilities at Packard Electric in Warren, Ohio, and at Guide Lamp in Anderson, Indiana.

SALES OF NON-AUTOMOTIVE CIVILIAN PRODUCTS also showed gains in 1963. The total of \$1,141 million was 2% above the previous year. A gain in sales was achieved by Frigidaire Division which, in addition to new models of its appliance lines, introduced two new products in 1963—the Frigidaire Imperial Nineteen refrigerator-freezer and the Twin-30 electric range. Sales by Euclid Division also improved during the year. Electro-Motive Division's locomotive replacement plan is being increasingly used by U. S. railroads to modernize their motive power.

FACTORY SALES OF CARS AND TRUCKS PRODUCED IN GM PLANTS IN CANADA were at a record level in 1963, totaling 307,000 units, or 15% above the record established in 1962. Total industry retail sales of cars and trucks in Canada in 1963 also established a new record, totaling 654,000 units or 12% more than in 1962. The record sales by GM of Canada during the year reflected the high degree of confidence Canadians have in their economy and in General Motors products.

During 1963, General Motors took a number of steps to meet the demands of the expanding Canadian market. One was the start of production in Canada of the 1964 Buick Special, Oldsmobile F-85 and Chevrolet Chevelle cars. Assembly of automatic transmissions for passenger cars was started in Canada in 1963, the first time this GM component has been assembled outside the United States.

GENERAL MOTORS SALES OF PRODUCTS FOR THE U. S. DEFENSE AND SPACE PROGRAMS reached the highest level in six years. Allison Division was awarded a contract for development of a T78 regenerative gas turbine engine for long-range search and patrol aircraft. Allison also won a contract to produce the TX-100 fully automatic transmission, the newest of the Allison military drive systems for use on armored personnel carriers.

AC Spark Plug Division, a leader in the development and production of guidance systems for missiles and spacecraft, is working under contracts from the National Aeronautics and Space Administration to develop and manufacture guidance equipment for the Apollo vehicle to carry a three-man team to the moon and back. In December, AC delivered the first guidance system to the Air Force for the Titan III standard space launch vehicle.

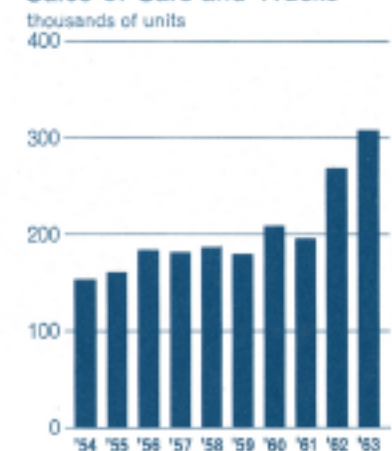
Late in the year Cadillac was unsuccessful in its bid to win renewal of contracts under which it has been producing military vehicles for the Government at the government-owned Cleveland Army Tank-Automotive Plant. During the past 13 years, Cadillac has produced six different types of armored vehicles at Cleveland for the nation's military forces. Cadillac is continuing work on engineering contracts in connection with the General Sheridan, a Cadillac-designed armored reconnaissance airborne assault vehicle.

THE GENERAL MOTORS FUTURAMA at the New York World's Fair was practically completed during the year. Conceived by a GM creative team, the Futurama features a ride which gives the illusion of transporting visitors to far corners of the world as these areas may appear in the future. The exhibit also shows how General Motors products and activities meet human needs, presents the Corporation's interest in transportation problems, and serves as a showcase for GM products. The exhibit is scheduled to open April 22, 1964, and continue through October 18, 1964. It will reopen in the spring of 1965 and close the following fall.



Fisher Body engineers create severe dust storm in laboratory to test door and window seals

GM Canadian Plants—Factory Sales of Cars and Trucks



IN THE ANTITRUST area, the so-called "discount house" criminal antitrust suit in Los Angeles was terminated on March 14, 1963, when Judge Thurmond Clarke granted a motion for acquittal of all defendants at the close of the Government's case. The indictment had charged that General Motors, four of its Chevrolet executives, and three Chevrolet dealer trade associations in Southern California, had violated the Sherman Act by restricting sales of Chevrolets through discount houses in the Los Angeles area. The Court has tentatively designated June 16, 1964, as the trial date for the companion civil suit.

No trial dates have been set with respect to the other pending antitrust cases by the Government against GM, namely, the criminal suit and companion civil action alleging monopolization of the manufacture and sale of locomotives in the United States, the civil action in Detroit alleging monopolization of the manufacture and sale of buses, and the civil suit alleging that acquisition of The Euclid Road Machinery Co. by General Motors in 1953 violates the Clayton Act.

The automotive grand jury investigation, which began in February, 1959, continued during the year.

OVERSEAS OPERATIONS

GM SALES ABROAD were at a record level in 1963. Factory sales of cars and trucks manufactured abroad, together with export shipments of 116,000 U. S. and Canadian-source vehicles, totaled 1,121,000 units in 1963. This

1964 models are driven over steep, winding Apache Trail near GM's Desert Proving Ground as part of extensive test program under extreme heat and dust conditions



over-all achievement was made possible both by the completion of new facilities which increased production capacity in several countries and by a significant broadening of product lines. Of the overseas manufacturing subsidiaries, Opel in Germany, Vauxhall in England and Holden's in Australia each attained sales records, but in Argentina and Brazil, local economic conditions were a limiting influence.

GENERAL MOTORS RE-ENTERED THE ONE-LITER CLASS, in which it had not been represented since 1940, with the introduction of the Kadett by Opel in the fall of 1962 and the Viva by Vauxhall a year later. The one-liter automobile is smaller than any General Motors car manufactured in the U. S. and is very popular abroad. The addition of these new offerings enables GM to compete in 80 to 90% of the overseas passenger car segment of the market, thus doubling its market opportunity.

Sales of the Opel Kadett during 1963, the first full calendar year of production, amounted to 206,000 units. Three two-door body styles were available: a sedan, a station wagon introduced in March, and a sports coupe introduced in October. Factory sales of the Vauxhall Viva sedan, introduced at the end of September, 1963, were 22,000 units.

OVERSEAS NON-VEHICLE PRODUCT sales remained at high levels in 1963. Sales of Euclid earth-moving equipment and of Frigidaire products were above the 1962 totals, and those of power and industrial products, principally Detroit Diesel engines and Allison Torqmatic transmissions, were at a new record.

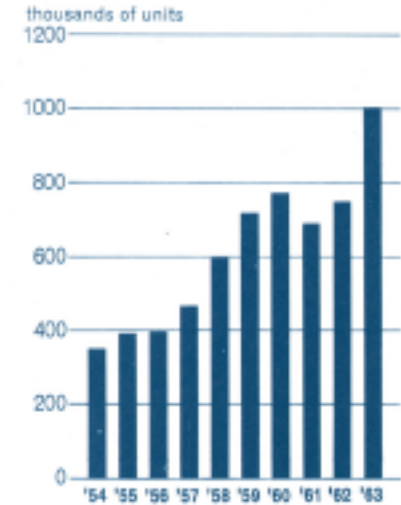
PLANT EXPENDITURE PROGRAMS FOR OVERSEAS OPERATIONS in 1963 included continued expansion of manufacturing facilities in England, Germany and Australia. A new car and truck assembly plant was completed near Lisbon, Portugal, where General Motors has long had a warehousing operation. A warehouse and office building for General Motors (Norway) was completed near Oslo in the last quarter of 1963.

Other expansion programs were announced in late 1963. General Motors de Mexico is constructing a foundry and engine machining plant near Mexico City where the subsidiary has assembled vehicles since 1937. General Motors South African, the largest vehicle assembly operation on the continent of Africa, has begun construction of a new engine plant at Port Elizabeth, where its operations have been carried on since 1926. These two subsidiaries are beginning engine manufacturing in accord with government programs directed toward increasing the locally produced content of motor vehicles.

On consummation of negotiations with the Peruvian government, a new assembly plant will be built near Lima, Peru. This will permit passenger cars to be produced in addition to the commercial vehicles now being assembled in Lima. A new vehicle assembly plant also is planned by General Motors New Zealand to increase capacity. In Austria and Italy new subsidiaries were established in 1963 to handle the import and distribution of GM vehicles in these countries.

The General Motors assembly plant at Karachi, Pakistan, was sold in 1963 to a local company which was appointed assembler-distributor of GM vehicles in Pakistan.

GM Overseas Plants—Factory Sales of Cars and Trucks



Kadetts are tested on 30% grade at Opel test track in Russelsheim, West Germany



THE PEOPLE OF GENERAL MOTORS

MORE PEOPLE WERE EMPLOYED by General Motors during 1963 than at any time in the Corporation's history. The average for the year throughout the world was 640,000, including 157,000 employees outside the United States. Payrolls totaled \$4,313 million, also a new record. Amounts paid by General Motors either directly as compensation or indirectly for employee benefit programs brought total payments to or on behalf of employees in 1963 to approximately 29 cents of every dollar General Motors received from the sale of its products and other income.

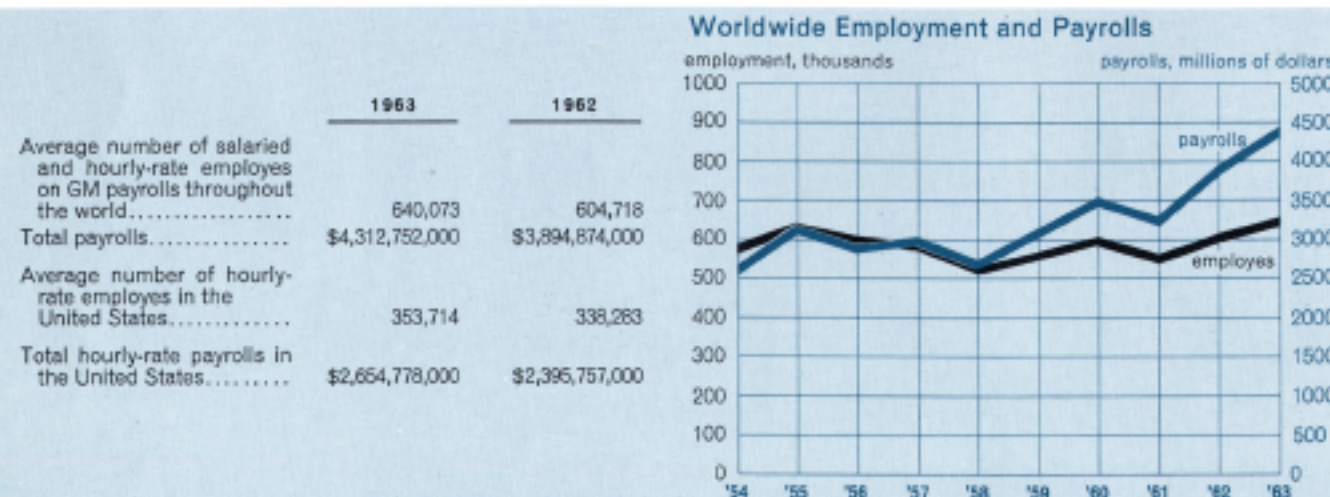
The number of hourly-rate employees in the United States during the year averaged 354,000 and their payrolls totaled a record \$2,655 million. They worked an average of 42.4 hours per week in 1963, compared with 41.8 hours in 1962. The average weekly wage of these employees was \$144.34, compared with \$136.19 in 1962. Average hourly earnings of \$3.41 during 1963 substantially exceeded the average for all U. S. manufacturing employees as reported by the U. S. Bureau of Labor Statistics. A high degree of employment stability was maintained during the year. Excluding August, when the new model changeover took place, the lowest employment month was less than 4% below the average for the year.

WAGE RATES WERE ADJUSTED during the year in accordance with the General Motors wage adjustment formula which provides for annual improvement factor wage increases and for cost-of-living allowances which are subject to quarterly adjustment in line with changes in the Consumer Price Index of the U. S. Bureau of Labor Statistics. The annual improvement factor wage increase for U. S. hourly-rate employees in 1963 amounted to six cents an hour or 2½% of the employee's base wage rate, whichever was higher. The cost-of-living allowance amounted to 12 cents an hour for the three months beginning December, 1963, or three cents an hour more than at the end of 1962.

Eligible salaried employees received a general salary increase of \$10.50

Roughest of five test strips gives Viva sedan workout at Vauxhall Proving Ground in England

EMPLOYMENT AND PAYROLLS



a month or 2½% of their monthly base salaries, whichever was higher. The quarterly cost-of-living allowance for eligible salaried employees for the three months beginning December, 1963, was \$60.00, or \$15.00 more than at the end of 1962.

CONTRIBUTIONS BY GM UNDER BENEFIT PROGRAMS for U. S. employees totaled about \$400 million in 1963. These programs, some of which have been in effect for more than 35 years, are designed to give employees a greater interest in the Corporation and to protect employees and their families from the various financial hazards of life. They also assist employees in planning for their future needs. The pension program assures employees an income after retirement, thus helping free them from worry about supporting themselves in old age. Under other programs, employees receive income in the event of inability to work because of illness or when there is no work available to them. Coverage of hospital and medical expenses is provided, as is life insurance protection. The Savings-Stock Purchase Program, under which General Motors contributes \$1 for each \$2 the employees save, assists salaried employees in building up savings for the future and at the same time provides them with an opportunity to acquire General Motors stock.

Similar programs to help employees provide greater security for themselves and their families are available for Canadian employees. In General Motors subsidiaries overseas, plans generally in accord with local custom are in effect.

The record of participation in the various benefit programs demonstrates their value to employees. In 1963, nearly 100% of eligible employees in the U. S. and Canada participated in the group insurance plans and 96% in the contributory part of the retirement programs for salaried employees. At the end of 1963 there were 35,407 persons receiving monthly benefits under the hourly-rate pension plans and 10,366 persons receiving payments under the salaried retirement programs. More than 111,000 salaried employees in the U. S. and Canada, or 89% of those eligible, participated in the 1963 class of the Savings-Stock Purchase Programs, saving 7.9% of their salaries.

On January 23, 1964, the 58,800 U. S. employees who had participated in the Savings Fund Plan class for 1958 received GM common stock, Government securities and cash valued at \$94.5 million, a return of more than \$3.00 for each dollar saved. Employees in the U. S. who had participated in the Retirement Thrift Plan class for 1958 had to their credit from this class at the end of 1963 Government securities and GM common stock with a combined value of \$10.2 million.

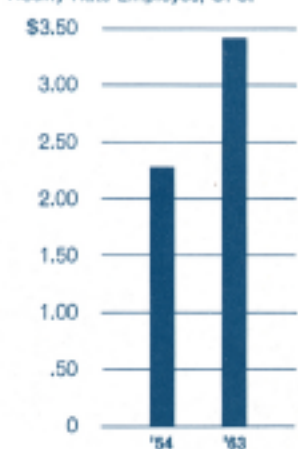
The maximum amount which may be awarded under the General Motors Suggestion Plan was increased during 1963 from \$5,000 to \$6,000 for any single submission. During the year, 168,615 awards were made under the plan to employees in the United States and Canada.

THE INCENTIVE PROGRAM, details of which are shown on page 32, consists of a Bonus Plan and a Stock Option Plan. It is expected that bonuses related to 1963 will be awarded to about 14,000 employees and that stock options will be granted to approximately 260 employees in 1964.

GENERAL MOTORS PROGRAM OF AID TO HIGHER EDUCATION takes a number of forms, including support of General Motors Institute, direct

Average Hourly Earnings

Hourly-Rate Employees, U. S.



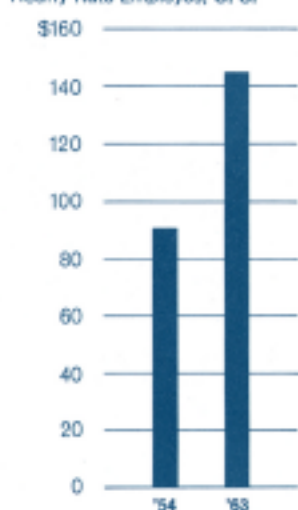
Average Hours Per Week

Hourly-Rate Employees, U. S.



Average Weekly Earnings

Hourly-Rate Employees, U. S.





(Left) Mud quagmire and (Right) 1,000-foot bathtub are part of punishing test program GM cars undergo at Milford Proving Ground



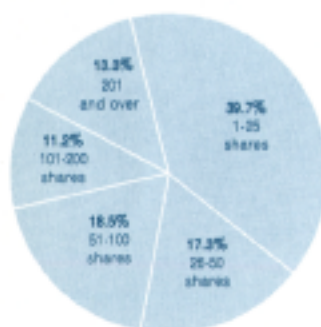
grants to colleges and universities, grants to associations of colleges, fellowships and the General Motors Scholarship Program. Under the latter Program, approximately 1,600 students are currently attending 229 colleges and universities.

General Motors Institute in Flint, Michigan, is providing opportunities for more than 2,500 students who are working toward college degrees in mechanical, industrial, or electrical engineering. Students alternate between periods of academic study at the Institute and related work assignments with sponsoring GM divisions. GMI also serves more than 25,000 General Motors employees each year in programs of management training and spare-time study.

In 1963, General Motors' expenditures for aid to higher education totaled \$9.7 million, of which approximately \$6 million was in contributions to colleges and universities other than GMI, and \$3.7 million in support of General Motors Institute.

GENERAL MOTORS SHAREHOLDERS, both common and preferred, totaled approximately 1,068,000 at the end of 1963. The total was increased further in January, 1964, reflecting the second distribution of GM common stock by Du Pont to its shareholders and the distribution of stock to salaried employees participating in the Savings-Stock Purchase Program. At the year-end, there were 771,000 individual accounts; 189,000 joint tenancy accounts, each of which represents two or more people; and 108,000 accounts representing institutions and groups such as estates and trusts, insurance companies, colleges, etc. Over 75% of all GM shareholders held 100 shares or less.

Common and Preferred Shareholders by Size of Holdings



TESTED VALUE-THE GM CONCEPT

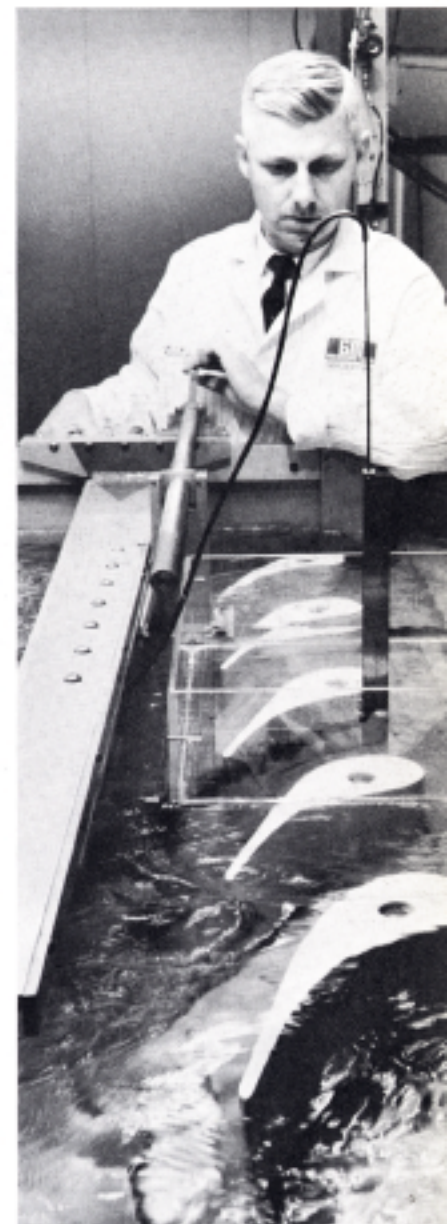
A GM car is best defined in terms of value per dollar offered to the customer. This value represents a careful balancing of attributes designed and built into every GM car—performance, of course, but, of equal importance, reliability, durability, safety, comfort, appearance and economy of operation. It is the end result, not only of years of basic and applied research, of countless engineering, design and manufacturing studies and analyses, but also of never-ending tests, checks and "proving" of materials, parts, components and finished products. Such value-assuring tests are a prime concern of each manufacturing division, but the extent to which the Corporation itself engages in testing activities at its proving grounds and at the General Motors Technical Center is perhaps less known.

General Motors' automotive test facilities are extensive, its programs intensive. Hundreds of staff and divisional engineers use thousands of machines and instruments to analyze engines, transmissions, suspensions, electrical and mechanical systems and other components. Bodies are tested for strength, quietness and water and dust tightness. Through continuous testing cycles, metals, paints and fabrics are subjected to far more stress and wear in a few days or weeks than they would ordinarily experience during a vehicle's lifetime. In one test on a dynamometer stand, an engine is run at full power equivalent to going 20,000 miles uphill at a speed of 100 miles per hour.

Many of the Corporation's testing devices are one of a kind. The Proving Ground in Milford, Michigan, for example, has developed an "impact" sled which simulates auto crashes by substituting starting inertia for stopping inertia. A unique weld monitoring device gauges the quality of a weld at the time it is made, thus minimizing the possibility of later failure. A dynamic car stroker mechanically moves a car up and down through its suspension travel so that suspension forces and displacements identical with those occurring on the road may be measured.

Some tests are quite simple. The degree of color visibility through tinted glass is determined merely by looking at red, yellow and green traffic signals through a car windshield. Others are complex and require elaborate instrumentation. The noise and vibration laboratory at the Milford Proving Ground uses analog and digital computers, sound-deadened, reverberation and shaker rooms and scores of other instruments and facilities to assure that GM cars continue to give quiet, smooth and trouble-free performance. Equally complex is a new test-inspection device which automatically checks all electrical components and most mechanical features of cars coming off the assembly line even though these components and features may vary widely from car to car.

A significant aid in building better GM cars is the use of computers to help design vehicle components. By feeding data about varying design characteristics into a computer and mathematically determining which combination of characteristics will result in optimum performance, it is possible to "test" a part before it is ever built. Mathematical testing at the design stage does not, however, eliminate the need for physical checks. Once a component is built, it must still be put through a series of exacting tests, first in the laboratories, then—in experimental vehicles and production cars—on proving grounds and the open road.



Flow table is used by GM Engineering Staff to improve design of torque converter blades in automatic transmissions



Buick Wildcat raises cloud of dust during test program at GM's Desert Proving Ground

Chevrolet Chevelle "wired for sound" drives on rough-textured road at Milford Proving Ground. Cable carries road noise to instruments in laboratory car



The Milford Proving Ground covers 4,011 acres and has 70 miles of roads of every conceivable type, plus extensive indoor laboratories. The 2,274-acre Desert Proving Ground at Mesa, Arizona, supplements Milford and is used particularly for hot weather testing. A test headquarters near Pikes Peak, Colorado, makes it possible to test vehicles under extreme grade and altitude conditions. Last year GM tests ran up a total of more than 20 million miles, and since the opening of Milford in 1924, more than 290 million test miles have been logged. The Michigan, Arizona and Colorado facilities permit GM to test new engineering designs and measure the performance of parts and complete cars under a wide variety of operating conditions. Cars tested include not only experimental and prototype models but random production cars identical to those purchased by consumers from both GM and its competitors. The Corporation also maintains a subtropical field laboratory in Florida to analyze the effects of sunshine and moisture on paints, upholstery and other materials.

To insure continued product superiority, each year's models are given periodic test runs. On a typical day at Milford, 66,000 test miles may be driven over dirt, corduroy, brick, concrete, asphalt and stone roads; through mud holes, water baths and clouds of dust; at high and low speeds, and up and down hills. One particular durability test gives a car the equivalent of a trip on gravel roads from Boston to San Francisco, on cobblestones from New York to Houston, on blacktop surfaces around the world, at 50-mile-an-hour to full-throttle speeds from New York to Tampa, in reverse gear from Dallas to Fort Worth and up and down Pikes Peak scores of times. Repeatedly, the car being tested is started, accelerated at various speeds, braked with varying degrees of abruptness, parked—even backed up 11 per cent grades. In addition, the rigid test schedule calls for repeated horn blowing and manipulation of radio, headlamp, turn signal and other controls.

During another test—of ride and handling characteristics—cars are driven over "chatter bumps," manhole covers, potholes, spalled concrete and railroad tracks. A test of suspension systems, frames and bodies makes



use of surfaces far worse than a motorist would ever encounter—a never-ending series of ridges, bumps, dips, waves and chuckholes. The Belgian block road alone, for example, is estimated to test a car ten times as severely as an average secondary road.

During test runs, highly complex instrumentation—much of it designed and built by GM's own engineers—measures such operating characteristics as acceleration and braking, steering effort, noise, vibration, ride control, fuel consumption, transmission operation and hill-climbing ability. A special 36,000-mile durability run is given GM cars and those of other manufacturers each year. After this test each vehicle is completely disassembled and the parts laid out and meticulously inspected for signs of wear.

GM car divisions supplement extensive laboratory and proving ground tests with "shakedown" runs under widely varying climate and terrain conditions. Cold weather performance is tested in mid-winter near International Falls, Minnesota, and in the Allegheny Mountains of Pennsylvania; dry, hot weather performance in the deserts of California and Arizona; and heat and humidity performance in Louisiana and Florida. Hill-climbing ability is measured over Loveland Pass and Monarch Pass in Colorado; brakes are evaluated in the Laurel Hill area of Pennsylvania. More than 4 million miles of off-proving ground road tests are recorded annually. These tests, the climax of years of laboratory and proving ground product development, give engineers an opportunity to evaluate the complete automobile just as a customer would.

For the General Motors customer, the concept of the GM car is best summed up in the simple phrase—tested value. Tested value is the end product achieved by the finest array of automotive research, manufacturing, engineering, styling and testing facilities and talent in the world. It explains why, year after year, motorists have favored General Motors products.

Part of GM's rugged testing program for new models includes hundreds of laps around high speed test track at Milford Proving Ground



PONTIAC GRAND PRIX—Beautiful scenery is found around Delaware Water Gap between New Jersey and Pennsylvania.



OLDSMOBILE NINETY-EIGHT HOLIDAY SPORTS SEDAN—Courthouse is one of many historic buildings found around town square of New Castle, Delaware.

ON YOUR WAY TO THE FAIR *and Futurama*

PONTIAC TEMPEST LE MANS COUPE—Covered bridge in West Cornwall, Connecticut, provides authentic colonial atmosphere.



OLDSMOBILE F-85 VISTA-CRUISER—Hudson River flows between Storm King Mountain and Breakneck Mountain north of West Point.

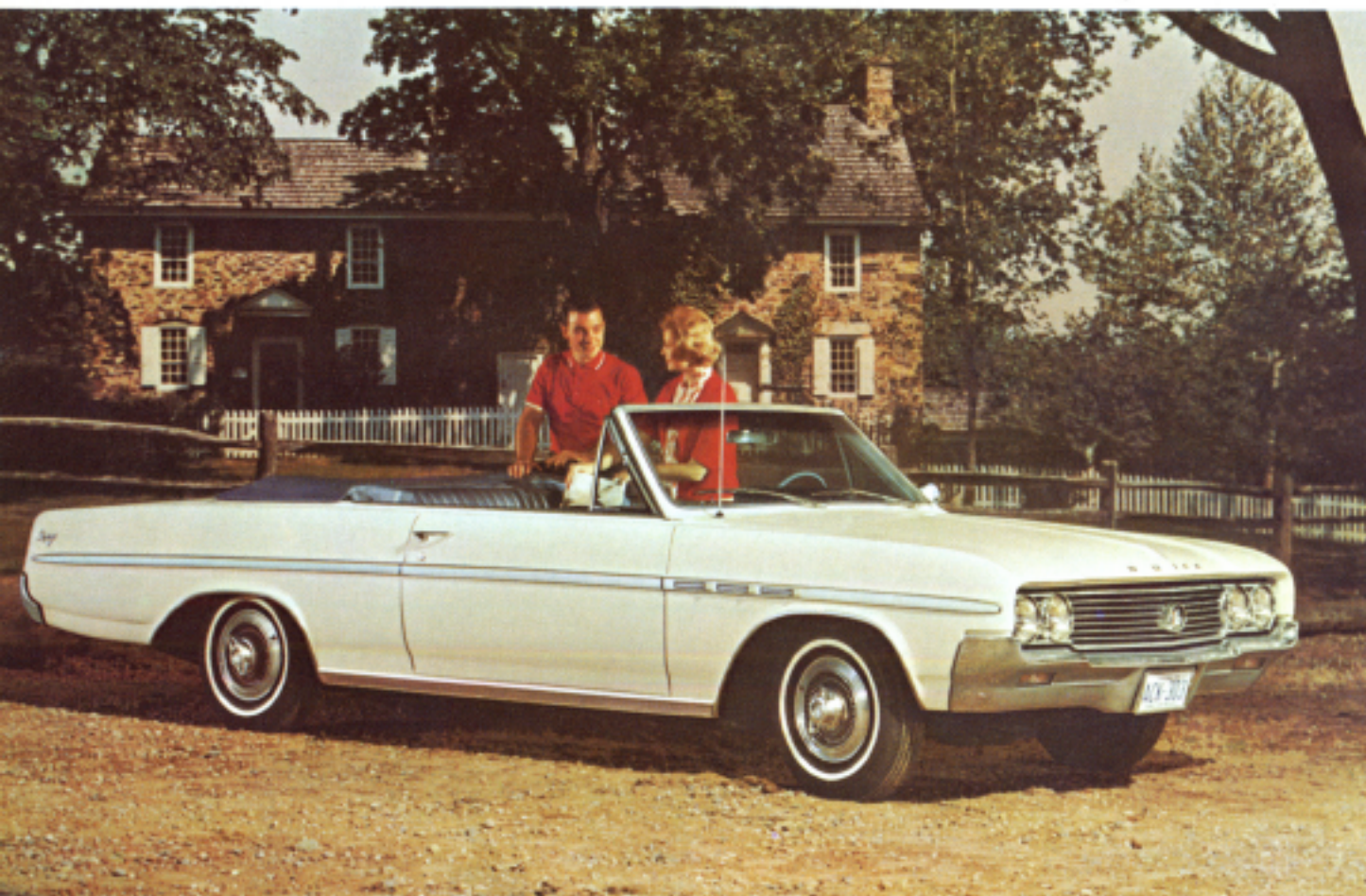




BUICK WILDCAT 4-DOOR HARDTOP—Impressive view of United States Military Academy at West Point is obtained from across Hudson River at Garrison, New York.



CHEVROLET IMPALA SPORT COUPE—Rolling farmlands and colorful barns of eastern Pennsylvania offer visitors scenic countryside.



BUICK SKYLARK CONVERTIBLE—"House of Decision" near Trenton, New Jersey, served as headquarters where Washington's famous crossing of the Delaware was planned.



CADILLAC COUPE DE VILLE—Tappan Zee bridge spans Hudson River at Tarrytown, New York.

STATEMENT OF CONSOLIDATED INCOME

for the years ended December 31, 1963 and 1962

	Year 1963	Year 1962
NET SALES	\$16,494,818,184	\$14,640,240,799
Equity in earnings of subsidiary companies not consolidated (dividends and interest received amounted to \$27,851,805 in 1963 and \$29,081,483 in 1962)	47,496,643	50,625,402
Extraordinary income representing special dividends received from, and net proceeds from the sale of the investment in, Ethyl Corporation.....	—	101,461,205
Other income less sundry income deductions.....	84,421,280	60,133,485
TOTAL	<u>16,626,736,107</u>	<u>14,852,460,891</u>
LESS:		
Cost of sales and other operating charges, exclusive of items listed below.	11,913,691,128	10,645,094,732
Selling, general, and administrative expenses.....	770,490,789	718,570,213
Interest and discount on 3¼% debentures.....	1,457,862	4,678,565
Depreciation and obsolescence of real estate, plants, and equipment.....	475,173,270	444,639,931
Provision for Bonus Plan and Stock Option Plan.....	112,000,000	105,000,000
Provision for United States and foreign income taxes.....	1,762,100,000	1,475,400,000
TOTAL	<u>15,034,913,049</u>	<u>13,393,383,441</u>
NET INCOME for the year.....	1,591,823,058	1,459,077,450
Dividends on preferred stocks.....	12,928,288	12,928,290
AMOUNT EARNED ON COMMON STOCK	<u>\$ 1,578,894,770</u>	<u>\$ 1,446,149,160</u>
Average number of shares of common stock outstanding during the year...	283,866,306	283,488,664
AMOUNT EARNED PER SHARE OF COMMON STOCK	<u>\$5.56</u>	<u>\$5.10</u>

NOTE: Net income and amount earned per share of common stock for 1962 include extraordinary income equivalent to \$0.27 per share from General Motors' investment in Ethyl Corporation, which was sold in 1962.

Reference should be made to notes on pages 28 through 30.

STATEMENT OF CONSOLIDATED NET INCOME RETAINED FOR USE IN THE BUSINESS

for the years ended December 31, 1963 and 1962

	Year 1963	Year 1962
NET INCOME RETAINED FOR USE IN THE BUSINESS (earned surplus) at beginning of the year.....	\$5,212,001,903	\$4,616,317,868
NET INCOME for the year.....	1,591,823,058	1,459,077,450
TOTAL	<u>6,803,824,961</u>	<u>6,075,395,318</u>
LESS CASH DIVIDENDS:		
Preferred stock—\$5.00 series.....	9,178,220	9,178,220
Preferred stock—\$3.75 series.....	3,750,068	3,750,070
Total preferred dividends.....	<u>12,928,288</u>	<u>12,928,290</u>
Common stock:		
Mar. 9 (\$0.50 per share).....	141,905,493	141,739,878
June 10 (\$1.00 per share in 1963 and \$0.50 per share in 1962).....	283,968,732	141,830,313
Sept. 10 (\$0.50 per share).....	141,957,875	141,755,739
Dec. 10 (\$2.00 per share in 1963 and \$1.50 per share in 1962).....	567,977,305	425,139,195
Total common dividends.....	<u>1,135,809,405</u>	<u>850,465,125</u>
TOTAL CASH DIVIDENDS	<u>1,148,737,693</u>	<u>863,393,415</u>
NET INCOME RETAINED FOR USE IN THE BUSINESS (earned surplus) at end of the year.....	<u>\$5,655,087,268</u>	<u>\$5,212,001,903</u>

STATEMENT OF CONSOLIDATED CAPITAL SURPLUS

for the years ended December 31, 1963 and 1962

	Year 1963	Year 1962
CAPITAL SURPLUS at beginning of the year.....	\$ 678,506,776	\$ 649,833,879
PAID-IN CAPITAL in excess of par value of newly issued common stock sold under the provisions of:		
General Motors Savings-Stock Purchase Program (441,405 shares in 1962).....	—	23,159,874
General Motors Stock Option Plan (513,882 shares in 1963 and 134,398 shares in 1962).....	22,120,288	5,016,186
EXCESS of proceeds over carrying value of treasury common stock sold under the provisions of General Motors Savings-Stock Purchase Program (1,297,793 shares in 1963).....	310,811	—
INCREASE in carrying value of treasury common stock revalued in accordance with provisions of the Bonus Plan (145,282 shares in 1963 and 46,740 shares in 1962).....	3,667,386	496,837
CAPITAL SURPLUS at end of the year.....	<u>\$ 704,605,261</u>	<u>\$ 678,506,776</u>

Reference should be made to notes on pages 28 through 30.

CONSOLIDATED BALANCE SHEET December 31, 1963 and 1962

ASSETS

	Dec. 31, 1963	Dec. 31, 1962
CURRENT ASSETS:		
Cash.....	\$ 369,193,627	\$ 377,460,248
United States and foreign government and other marketable securities— short term—at cost.....	1,521,519,343	1,705,322,442
Accounts and notes receivable (less allowance for doubtful accounts: 1963—\$4,715,797; 1962—\$3,470,191).....	1,250,643,003	1,069,578,481
Inventories.....	2,221,203,868	2,006,492,551
TOTAL CURRENT ASSETS.....	5,362,559,841	5,158,853,722
INVESTMENTS AND MISCELLANEOUS ASSETS:		
Investments in subsidiary companies not consolidated.....	457,497,040	446,415,639
Investment in United States Government securities maturing 1967-1972 — at cost.....	130,148,688	—
Other investments and miscellaneous assets.....	94,944,536	101,849,680
TOTAL INVESTMENTS AND MISCELLANEOUS ASSETS.....	682,590,264	548,265,319
COMMON STOCK IN TREASURY— Available for purposes of the Bonus Plan and Stock Option Plan (1963—2,000,502 shares; 1962—2,170,729 shares)	115,122,517	109,300,319
REAL ESTATE, PLANTS, AND EQUIPMENT:		
Gross real estate, plants, and equipment.....	7,657,753,841	7,187,072,501
Less accumulated depreciation and obsolescence.....	4,631,349,452	4,302,965,024
Net balance.....	3,026,404,389	2,884,107,477
Unamortized special tools.....	309,565,866	323,038,792
NET REAL ESTATE, PLANTS, AND EQUIPMENT.....	3,335,970,255	3,207,146,269
PREPAID EXPENSES AND DEFERRED CHARGES.....	81,480,016	82,045,521
GOODWILL, PATENTS, ETC.....	63,442,466	63,442,466
TOTAL ASSETS.....	\$9,641,165,359	\$9,169,053,616

Reference should be made to notes on pages 20 through 30.

LIABILITIES, RESERVES, AND CAPITAL

	Dec. 31, 1963	Dec. 31, 1962
CURRENT LIABILITIES:		
United States and foreign income taxes.....	\$1,258,771,422	\$1,148,533,376
Less United States and foreign government securities.....	1,143,706,509	1,070,409,161
Net liability.....	115,064,913	78,124,215
Accounts payable.....	770,636,012	657,143,664
Taxes, payrolls, and sundry accrued items.....	746,218,678	892,323,789
Dividends payable on preferred stocks.....	3,232,072	3,232,072
TOTAL CURRENT LIABILITIES.....	1,635,151,675	1,630,823,740
OTHER LIABILITIES.....	397,038,983	324,902,461
3¼% DEBENTURES DUE 1979 (less reacquired debentures in treasury).....	130,709,000	200,491,000
DEBT OF FOREIGN SUBSIDIARIES DUE 1966-1977.....	129,750,000	143,687,500
RESERVES:		
Employee benefit plans.....	26,231,429	26,210,769
Contingent credits under Stock Option Plan.....	26,700,000	27,000,000
General reserve applicable to foreign operations.....	141,667,396	141,667,396
Miscellaneous.....	32,904,935	23,299,129
TOTAL RESERVES.....	227,503,760	218,177,294
CAPITAL:		
Capital stock:		
Preferred, without par value (authorized, 6,000,000 shares):		
\$5.00 series, stated value \$100 per share (issued, 1,875,366 shares; in treasury, 39,722 shares; outstanding, 1,835,644 shares).....	183,564,400	183,564,400
\$3.75 series, stated value \$100 per share (issued and outstanding, 1,000,000 shares).....	100,000,000	100,000,000
Common, \$1¼ par value (authorized, 500,000,000 shares; issued, 286,653,007 shares at December 31, 1963 and 286,139,125 shares at December 31, 1962).....	477,755,012	476,898,542
Total capital stock.....	761,319,412	760,462,942
Capital surplus.....	704,605,261	678,506,776
Net income retained for use in the business (earned surplus).....	5,655,087,268	5,212,001,903
TOTAL CAPITAL.....	7,121,011,941	6,650,971,621
TOTAL LIABILITIES, RESERVES, AND CAPITAL.....	\$9,641,165,359	\$9,169,053,616

Notes to Financial Statements

PRINCIPLES OF CONSOLIDATION:

The consolidated financial statements include all subsidiary companies which are engaged in manufacturing or wholesale marketing operations. Subsidiary companies not included in the Corporation's consolidated statements are shown below. The voting stocks of all subsidiary companies are wholly-owned. It is the practice of the Corporation to adjust its investments in subsidiaries to reflect current income, losses and dividends. Provisions are made for estimated United States and foreign taxes on dividends which may be paid from undistributed profits of subsidiaries.

OTHER INCOME LESS SUNDRY INCOME DEDUCTIONS:

Other income in 1963 consisted principally of interest earned and included \$132,823 representing the portions of prior years' bonus awards to which bonus beneficiaries lost their rights during the year and \$7,882,556 representing the reduction in contingent credits resulting from exercise of stock options. Sundry income deductions in 1963 amounted to \$48,789,233.

PROVISION FOR INCOME TAXES:

General Motors provides currently for income taxes by charging income with the amounts estimated to be payable under the applicable tax laws. There are differences in any given year between taxable income and the income reported in the Statement of Consolidated Income; however, they tend to offset one another over a period of years.

The reductions in income taxes payable as a result of the investment credit provisions of the Revenue Act of 1962 (\$29,104,000 in 1963) are being reflected in the Statements of Consolidated Income over the life of the applicable assets. The amount so reflected in 1963 as a reduction in the provision for income taxes was \$5,329,500.

For United States income tax purposes use of the guideline lives adopted in 1962 brings depreciation more in line with that used for accounting purposes. Accumulated depreciation on the Corporation's books exceeds the accumulated amount deducted for income tax purposes.

ACCOUNTS AND NOTES RECEIVABLE:

Accounts and notes receivable at December 31, 1963 included \$596,809,885 of receivables from General Motors Acceptance Corporation relating principally to current wholesale financing of sales of the Corporation's products and \$28,745,540 of receivables from other subsidiary companies not consolidated.

INVENTORIES:

Inventories are stated at the lower of cost or market, with cost being determined substantially on the first-in, first-out or the average cost basis. Physical inventories were taken at all locations during the year 1963.

INVESTMENTS IN SUBSIDIARY COMPANIES NOT CONSOLIDATED:

Investments in subsidiary companies not consolidated at December 31, 1963 consisted of the following: General Motors Acceptance Corporation (page 33), \$398,599,416; Yellow Motors Credit Corporation (formerly Yellow Manufacturing Acceptance Corporation), \$22,172,417; dealerships operating under the Motors Holding Plan, \$34,330,708; and minor domestic and foreign subsidiaries, \$2,394,499.

OTHER INVESTMENTS AND MISCELLANEOUS ASSETS:

Other investments and miscellaneous assets at December 31, 1963 consisted of the following: loans and advances to steel suppliers, \$20,769,779; cash in certain foreign countries

in excess of operating needs, \$35,200; receivables—noncurrent portion (less reserves), \$51,942,290; other, \$22,197,267.

COMMON STOCK IN TREASURY:

Common stock in treasury at December 31, 1963 included (1) 772,983 shares, carried at \$39,214,052, available for undelivered portions of bonus awards related to the years 1960 through 1962 and contingent credits applicable to terminated stock options, which were held for instalment delivery under provisions of the Bonus and Stock Option Plans; (2) 381,717 shares, carried at \$18,937,659, available for contingent credits included in reserves and related to outstanding stock options granted in March of each year, 1958 through 1963; and (3) 845,802 shares, carried at \$56,970,806 or an average of \$67.36 per share, available for bonus awards related to 1963 and for contingent credits to be established when stock options are granted in 1964.

Deliveries of common stock to bonus participants aggregated 820,649 shares (including instalment deliveries on January 10, 1964 which were recorded as of December 31, 1963) acquired in prior years and valued at \$41,972,867.

During 1963, the Corporation acquired 1,270,228 shares of common stock for purposes of the Savings-Stock Purchase Program at a cost of \$91,810,483. These shares, together with 27,565 shares carried at \$1,269,555, were sold to trustees of the Program monthly during the year (at a price equal to the average daily closing market price on the New York Stock Exchange during the month) with the excess of the proceeds over the carrying value being credited to capital surplus. These latter shares were a portion of a total of 172,847 shares representing principally shares acquired in prior years and held for contingent credits applicable to stock options exercised during the year. The carrying value of the remaining 145,282 such shares was increased, in accordance with the provisions of the Bonus Plan, from \$6,691,221 to \$10,358,607 when these shares were made available for the Incentive Program. In addition, 677,987 shares acquired in 1963 at a cost of \$45,397,234 were made available for bonus awards related to 1963 and for contingent credits to be established when stock options are granted in 1964.

GOODWILL, PATENTS, ETC.:

There has been no material change in this account balance since 1943 inasmuch as goodwill has been recognized only in connection with the acquisition of a going business, in which case it has represented the difference between the purchase price and the value ascribed to the net tangible assets acquired. Goodwill is not amortized. This account also includes a nominal amount of \$1 for patents.

OTHER LIABILITIES:

Other liabilities at December 31, 1963 consisted of the following: undelivered instalments of bonus awards and contingent credits applicable to terminated stock options, \$139,736,039; accrued taxes on undistributed earnings of subsidiaries, \$83,218,415; deferred investment credit, \$39,135,000; other noncurrent liabilities, \$134,530,678 and minority interest in the preference stock of Vauxhall Motors Limited, \$418,851.

3¼% DEBENTURES DUE 1979:

Under the provisions of the trust indenture, the Corporation is required to make annual cash payments to the sinking fund agent of \$10,000,000 for the redemption of outstanding debentures on the next succeeding January 1; or in lieu of all or any part of such cash payments, the Corporation may deliver to the agent reacquired debentures.

Notes to Financial Statements

During 1963, the Corporation purchased debentures in the principal amount of \$69,782,000 at a cost of \$65,720,604, with interest and discount being reduced by the difference of \$4,061,396. In 1963, the Corporation delivered to the sinking fund agent debentures in the principal amount of \$11,132,000, reacquired in prior years at a cost of \$10,000,000. At December 31, 1963, the Corporation held in its treasury debentures in the principal amount of \$103,170,000, which exceeded the sinking fund requirements through 1972.

DEBT OF FOREIGN SUBSIDIARIES:

Debt of foreign subsidiaries at December 31, 1963 consisted of loan contracts (exclusive of amounts due within one year) of \$73,750,000 payable in Deutsche marks by Adam Opel A. G. in annual instalments of varying amounts during 1966 to 1969; and notes of \$56,000,000 payable in pounds sterling by Vauxhall Motors Limited in 1969 and 1977.

RESERVE FOR BONUS PLAN AND STOCK OPTION PLAN:

For the year 1963 the Bonus and Salary Committee, in its discretion, directed a credit of \$112,000,000 to the reserve, which was \$42,534,976 less than the maximum amount permitted under the Bonus Plan formula as determined by the independent public accountants. See page 32 for determination of the amount of the maximum credit to the reserve for 1963 and of the amount available in the reserve at December 31, 1963.

BONUS AWARDS AND CONTINGENT CREDITS:

At the date of this report, the Bonus and Salary Committee has not made final determination of individual bonus awards related to 1963 or of contingent credits to be established when stock options are granted in 1964 but has tentatively determined that the total of such awards and contingent credits shall approximate the entire amount available for such purposes; accordingly, the balance in the reserve at December 31, 1963 was transferred to current liabilities, other liabilities and reserve for contingent credits in the Consolidated Balance Sheet. Such estimated bonus awards and contingent credits, together with undelivered instalments of bonus awards and contingent credits previously granted, totaled \$212,729,625 at December 31, 1963.

The Consolidated Balance Sheet at December 31, 1963 gives effect to the payment of \$30,612,187 and the delivery of 573,810 shares of common stock, valued at \$28,701,571, on January 10, 1964, representing instalments of bonus awards related to the years 1959 through 1962 which were earned out during the year 1963 in accordance with provisions of the Bonus Plan, and instalments of contingent credits applicable to terminated stock options.

STOCK OPTION PLAN:

Changes during 1963 in the status of options granted under the Stock Option Plan, described on page 32, were:

Year Granted	Option Price*	Shares Under Option			Dec. 31, 1963
		Jan. 1, 1963	Granted	Terminated	
1958	\$35.25	89,893	—	73,507	16,386
1959	\$45.82	174,854	—	115,364	59,490
1960	\$45.44	272,894	—	143,709	129,185
1961	\$45.44	389,546	—	152,202	237,344
1962	\$56.82	341,328	—	29,100	310,428
1963	\$63.25	—	409,368	8,742	400,626
Total		1,288,105	409,368	513,882	1,145,186

*The option prices are 100% of the average of the highest and lowest sales prices on the New York Stock Exchange on the dates the options were granted.

The Corporation intends to deliver newly issued stock upon the exercise of any of the outstanding options. The maximum number of shares for which additional options might be granted under the plan through 1967 was 2,416,116 shares at January 1, 1963 and 2,025,153 shares at December 31, 1963.

CAPITAL:

Of the \$22,976,758 received in 1963 for the 513,882 shares of newly issued common stock sold upon the exercise of options, \$856,470 was credited to capital stock and \$22,120,288 was credited to capital surplus.

Capital surplus at December 31, 1963 represented principally paid-in surplus arising from the sale of newly issued common stock.

Net income retained for use in the business (earned surplus) represents consolidated net income of General Motors Corporation since inception less dividends paid shareholders and transfers to capital stock accounts. It included \$249,139,157 at December 31, 1963 representing undistributed profits, since acquisition, of subsidiary companies not consolidated.

CONTINGENT LIABILITIES:

There are various claims against the Corporation and its consolidated subsidiaries in respect to sundry taxes, suits, patent infringements and other matters incident to the ordinary course of business, together with other contingencies. While there is no way of determining the eventual liability for these claims and contingencies, the amounts included in liabilities and reserves in the financial statements of the Corporation and its consolidated subsidiaries are, in the opinion of the management (and General Counsel with respect to certain suits), adequate to cover all settlements that may be made.

FOREIGN OPERATIONS:

Net investments outside the United States and Canada of the Corporation and its consolidated subsidiaries amounted to \$578,007,633 at December 31, 1963 and are summarized on the following page.

The general reserve applicable to foreign operations, established at the end of 1954, is available to absorb any extraordinary losses which might arise from foreign operations, including the effect of major exchange revaluations and losses from discontinuing foreign operations in any locality, either voluntarily or because of conditions beyond the Corporation's control. There has been no change in this reserve since 1954.

The United States dollar equivalents of local working capital items are determined generally on the basis of the official rates of exchange. The free rates of exchange are used when such rates are significantly lower than the official rates of exchange. In the event that changes in foreign exchange rates result in a reduction in the value, as measured in dollars, of the net working capital of any foreign subsidiary, the reduction becomes a charge against consolidated net income to the extent that it exceeds applicable reserves. Changes in foreign exchange rates had no substantial effect on consolidated income in 1963.

SUMMARY OF INVESTMENTS OUTSIDE THE UNITED STATES AND CANADA

	December 31, 1963				Total December 31, 1962
	Western Europe	United Kingdom, Australia, New Zealand and South Africa	Other, Primarily Mexico and South America	Total	
Assets:					
Cash.....	\$ 13,519,938	\$ 33,369,072	\$ 6,084,966	\$ 52,973,966	\$ 47,035,920
Accounts and notes receivable.....	24,111,500	57,646,362	31,957,562	113,715,424	87,432,336
Inventories.....	182,793,492	203,123,260	60,708,519	446,625,271	390,229,613
Total current assets.....	220,424,930	294,138,694	98,751,037	613,314,661	524,697,869
Real estate, plants, and equipment.....	606,883,647	558,580,147	108,536,233	1,274,000,027	1,191,300,250
Less accumulated depreciation and obsolescence..	276,630,856	274,570,097	40,426,507	591,627,460	500,922,682
Net real estate, plants, and equipment.....	330,252,791	284,010,050	68,109,726	682,372,567	690,377,568
Other assets.....	16,517,212	3,639,090	43,974,820	64,131,122	53,428,422
Total assets.....	567,194,933	581,787,834	210,835,583	1,359,818,350	1,268,503,659
Deduct:					
Foreign income taxes*.....	29,244,600	59,191,700	5,181,500	93,617,800	64,686,579
Due to foreign banks.....	57,431,600	6,620,500	3,829,400	67,881,500	56,145,300
Other current liabilities.....	85,772,715	118,379,684	29,819,340	233,971,739	209,062,234
Total current liabilities.....	172,448,915	184,191,884	38,830,240	395,471,039	329,894,113
Other liabilities.....	50,496,021	46,235,552	12,459,686	109,191,259	123,537,758
Debt of foreign subsidiaries:					
Adam Opel A.G. due 1966-1969.....	73,750,000	—	—	73,750,000	87,687,500
Vauxhall Motors Limited due 1969 and 1977.....	—	56,000,000	—	56,000,000	56,000,000
Sundry reserves.....	299,597	211,236	5,220,190	5,731,023	1,767,834
Total deductions.....	296,994,533	286,638,672	56,510,116	640,143,321	598,887,205
Net assets.....	\$270,200,400	\$295,149,162	\$154,325,467	719,675,029	669,616,654
Less General Reserve Applicable to Foreign Operations.....				141,667,396	141,667,396
Net investments Outside the United States and Canada.....				\$ 578,007,633	\$ 527,949,258
				Year 1963	Year 1962
Net Sales Outside the United States and Canada.....				\$2,312,263,418	\$1,968,176,852

*After deducting foreign government securities of \$8,865,100 in 1963 and \$20,423,700 in 1962.

CERTIFICATION OF FINANCIAL STATEMENTS

HASKINS & SELLS
CERTIFIED PUBLIC ACCOUNTANTS

TWO BROADWAY
NEW YORK 10004

FEBRUARY 13, 1964

GENERAL MOTORS CORPORATION, ITS DIRECTORS AND SHAREHOLDERS:

We have examined the Consolidated Balance Sheet of General Motors Corporation and consolidated subsidiaries as of December 31, 1963 and 1962 and the related Statements of Consolidated Income, Consolidated Net Income Retained for Use in the Business, and Consolidated Capital Surplus for the years then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying Consolidated Balance Sheet and related Statements of Consolidated Income, Consolidated Net Income Retained for Use in the Business, and Consolidated Capital Surplus present fairly the financial position of the companies at December 31, 1963 and 1962 and the results of their operations for the years then ended, in conformity with generally accepted accounting principles consistently applied.

Haskins & Sells

SOURCE AND APPLICATION OF FUNDS

	Year 1963	Year 1962
Source of Funds:		
Net income (including extraordinary income from Ethyl Corporation in 1962).....	\$1,591,823,058	\$1,459,077,450
Less dividends paid to shareholders.....	1,148,737,693	863,393,415
Net income retained for use in the business.....	443,085,365	595,684,035
Proceeds from sale of newly-issued common stock.....	22,976,758	29,135,732
Other sources (net).....	62,070,735	43,744,043
Total.....	528,132,858	668,563,810
Application of Funds:		
Increase in net real estate, plants, and equipment (see table below).....	128,823,966	178,279,892
Principal amount of the Corporation's 3½% Debentures reacquired.....	69,782,000	20,831,000
Investment in U.S. Government securities maturing 1967-1972.....	130,148,688	—
Total.....	328,754,674	199,110,892
Increase in net working capital during period.....	199,378,184	469,452,918
Net working capital at beginning of period.....	3,528,029,962	3,058,577,064
Net working capital at end of period.....	\$3,727,408,166	\$3,528,029,982

INCREASE IN NET REAL ESTATE, PLANTS, AND EQUIPMENT

	Year 1963	Year 1962
Expenditures for plant and equipment.....	\$ 647,221,971	\$ 645,113,381
Expenditures for special tools.....	591,942,623	530,195,882
Total expenditures.....	1,239,164,594	1,175,309,263
Provision for depreciation and obsolescence.....	475,173,270	444,639,931
Amortization of special tools.....	605,415,549	526,915,160
Total depreciation and amortization.....	1,080,588,819	971,555,091
Net reduction in plant account due to disposals, etc.....	29,751,789	25,474,280
Increase in net real estate, plants, and equipment.....	\$ 128,823,966	\$ 178,279,892

PENSION PROGRAM

Combined Hourly-Rate and Salaried Employees Non-Contributory Pension Trusts in the United States

Funds at December 31, 1962—with securities valued at cost.....	\$1,205,440,694
Additions during 1963:	
Payments by General Motors into trusts.....	\$ 101,828,000
Interest and dividends received.....	55,726,680
Net profits realized on sales of securities.....	8,497,318
Total additions.....	166,051,998
Pension payments to retired employees during 1963.....	39,701,936
Funds at December 31, 1963—with securities valued at cost.....	\$1,331,790,756

NOTE: Payments by General Motors into the trusts include payments attributable to past service benefits provided under the original plan and by subsequent amendments. The cost of these past service benefits is being amortized over a 30-year period from the date the benefits were granted. The funds in these trusts are held for payment of pension benefits and are not the property of the Corporation or any of its subsidiaries.

Payments of \$22.3 million were made by GM in 1963 under the contract with three insurance companies for contributory benefits for salaried employees related to service in that year. Payments or provisions totaling \$13.3 million were made during 1963 to meet the costs of separate retirement plans for employees of subsidiaries in Canada and overseas.

Incentive Program

The Incentive Program consists of the General Motors Bonus Plan, first approved by shareholders in 1918, and the General Motors Stock Option Plan, adopted in 1957. Both Plans were resubmitted to and approved by shareholders at the 1962 Annual Meeting.

The Corporation maintains a reserve for purposes of the Bonus Plan and the Stock Option Plan, to which may be credited each year an amount which the independent public accountants of the Corporation determine to be 12% of the net earnings after deducting 6% on net capital, but not in excess of the amount paid out as dividends on the common stock during the year. However, for any year the Bonus and Salary Committee may direct that a lesser amount be credited.

The Bonus and Salary Committee may award bonuses which, when added to the contingent credits then to be conditionally credited under the Stock Option Plan and the amount of the charge to the reserve on account of the provisions under separate bonus plans of foreign subsidiaries, total the amount available in the reserve. However, the Committee is not obliged to award as bonus the full amount authorized to be awarded.

Bonus awards under the Bonus Plan, contingent credits under the Stock Option Plan, amounts provided under separate bonus plans of foreign subsidiaries and such other amounts arising out of the operation of the Incentive Program as the Committee may determine are charged to the reserve. Balances retained in the reserve each year are, except to the extent otherwise directed by the Committee, carried forward and are available in a future year or years.

For the year 1963 the Bonus and Salary Committee determined that the minimum salary rate for bonus eligibility for employees in the United States should be \$900 a month. Bonus awards of \$1,000 or less will be paid at the time of the award, while those in excess of \$1,000 will be paid in from two to five annual

instalments if earned out by the beneficiary in accordance with the terms of the Plan. As in past years, the bonus awards related to 1963 will be partly in General Motors common stock and partly in cash. However, awards made to executives who are granted stock options in 1964 or who were granted options in prior years but are ineligible in 1964 because of age and awards to certain employees overseas will be wholly in cash.

Under the Stock Option Plan, the Corporation may grant to executives, in each of the years 1958 to 1967, inclusive, options to purchase common stock of the Corporation at a price equal to 100% of the fair market value of such stock on the date granted; provided, however, that the number of shares of \$1 $\frac{3}{4}$ par value common stock which may be sold under such options may not exceed 4,000,000 shares in total, or 75,000 shares to any one executive. Options are exercisable, in whole or in part, eighteen months after they are granted and expire ten years after they are granted with earlier termination under certain conditions.

The aggregate amount of bonus awarded in any year to executives concurrently being granted options is 75% of the aggregate amount of bonus which they would otherwise have been awarded. At the time bonuses are awarded, these executives are conditionally credited, under the Stock Option Plan, with contingent credits, in the form of General Motors common stock, equal to one-third of the amounts of bonus actually awarded to them. Thus the bonus awards plus the contingent credits of such executives, both of which are charged to the reserve maintained for purposes of the Bonus Plan and the Stock Option Plan, are equivalent to the amounts that would have been awarded as bonus to such executives if they had not been granted stock options. Each executive's option is for three times the number of shares in his contingent credit. Upon the exercise of options the related contingent credits are proportionately reduced with the amount of the reduction credited to income.

Determination of Amount of Credit to the Reserve

For the year 1963, the amount determined by the independent public accountants to be 12% of the net earnings after deducting 6% on net capital and the amount available for awards under the Bonus Plan and for contingent credits under the Stock Option Plan are summarized below:

Computation of 6% on net capital:

Amounts at December 31, 1962 as shown on the Consolidated Balance Sheet, page 27:

Total Capital Stock and Surplus.....	\$6,650,971,621
Debt—3 $\frac{1}{2}$ % Debentures Due 1979.....	200,491,000
Total.....	6,851,462,621
Deduct proportionate allowance for net decrease during the year in capital stock, surplus and debt:	
Decrease arising from purchase of 3 $\frac{1}{2}$ % Debentures in the principal amount of \$69,782,000.....	\$38,568,554
Increase arising from sales of 513,882 shares of newly issued common stock under the provisions of the Stock Option Plan.....	11,871,893
Net capital.....	\$6,824,567,960
6% on net capital (equivalent to \$1.39 per share of common stock).....	\$ 409,474,078

Computation of net earnings for determination of credit:

Amount reported in the Statement of Consolidated Income (page 24) which is transferred to earned surplus as shown by the Statement of Consolidated Net Income Retained for Use in the Business (page 25)

Add amounts charged to income:	
Provision for Bonus Plan and Stock Option Plan.....	112,000,000
Interest and discount on 3 $\frac{1}{2}$ % Debentures.....	1,457,862
Total.....	1,705,280,920

Deduct amounts credited to income:

Portions of prior years' bonus awards to which bonus beneficiaries lost their rights during the year.....	\$ 132,823
Reduction in contingent credits resulting from exercise of stock options under the Stock Option Plan during the year.....	7,882,556
Net earnings.....	1,697,265,541
Deduct 6% on net capital.....	409,474,078
Portion of net earnings upon which the maximum credit to the reserve is computed.....	\$1,287,791,463
Maximum amount which may be credited to the reserve—12% of net earnings after deducting 6% on net capital.....	\$ 154,534,976

Amount available for bonus awards and contingent credits:

Credit to the reserve as directed by the Bonus and Salary Committee.....	\$ 112,000,000
Add unawarded balance in reserve carried forward from 1962.....	75,706
Total amount available in the reserve.....	112,075,706
Deduct charge to the reserve for provisions for bonus under separate bonus plans of foreign subsidiaries.....	4,321,797
Amount available for awards under the Bonus Plan and for contingent credits under the Stock Option Plan.....	\$ 107,753,909

Provisions for Bonus Plan and Stock Option Plan

There are shown below the provisions for the Bonus Plan and the Stock Option Plan (Bonus Plan alone prior to 1957) before giving effect to the resulting reductions in Federal income taxes. The Federal income tax rate was 52% during the period 1954-1963.

1954.....	\$75,000,000	1956.....	\$85,905,078	1958.....	\$51,990,404	1960.....	\$93,038,881	1962.....	\$106,000,000
1955.....	95,000,000	1957.....	80,043,875*	1959.....	83,610,726	1961.....	80,976,860	1963.....	112,000,000

*The 1957 provision has not been reduced to reflect the restoration to income in that year of \$19,801,413 representing unawarded portions of prior year provisions.

GENERAL MOTORS ACCEPTANCE CORPORATION

and consolidated subsidiaries

Condensed Consolidated Balance Sheet

December 31, 1963 and 1962

ASSETS	December 31, 1963	December 31, 1962
Current Assets:		
Cash.....	\$ 158,855,962	\$ 184,811,701
Canadian Government securities—short term—at cost.....	—	1,984,645
Notes and bills receivable (including instalments maturing after one year; 1963—\$1,971,704,748; 1962—\$1,715,891,297; less unearned income: 1963—\$323,018,664; 1962—\$296,496,640 and reserves for losses: 1963—\$56,457,274; 1962—\$51,283,988).....	5,261,820,191	4,617,439,513
Accounts receivable.....	10,810,690	10,078,666
Total Current Assets.....	5,431,486,843	4,814,314,525
Investment in Motors Insurance Corporation (wholly-owned non-consolidated subsidiary carried at net worth as shown by its books).....	37,375,261	35,813,069
Unamortized Debt Discount and Expense.....	29,236,420	28,205,080
Other Assets.....	8,090,891	8,626,783
Total Assets.....	\$5,506,189,415	\$4,886,959,447
LIABILITIES, RESERVES, AND CAPITAL		
Current Liabilities:		
Notes, loans, and debentures payable within one year.....	\$1,583,488,564	\$1,251,629,733
Accounts payable (including General Motors Corporation and affiliated companies: 1963—\$606,406,370; 1962—\$484,225,915).....	720,093,752	595,170,525
United States income and other taxes.....	40,749,342	39,943,744
Interest.....	34,208,470	32,156,867
Total Current Liabilities.....	2,378,540,128	1,918,900,869
Reserve for Employees Benefit Plans and Other Reserves.....	3,960,939	3,868,338
Notes, Loans, and Debentures Payable after One Year (maturing prior to 1966).....	2,225,068,932	2,080,661,811
Subordinated Indebtedness (maturing prior to 1985).....	500,000,000	500,000,000
Capital Stock and Surplus:		
Capital stock, \$100 par value (authorized and outstanding, 1,650,000 shares).....	165,000,000	165,000,000
Earned surplus:		
Balance at beginning of the year.....	\$218,528,429	\$202,607,099
Net income for the year.....	40,070,987	40,921,330
Total.....	258,599,416	243,528,429
Cash dividends.....	25,000,000	25,000,000
Balance at end of the year.....	233,599,416	218,528,429
Total Capital Stock and Surplus.....	398,599,416	383,528,429
Total Liabilities, Reserves, and Capital.....	\$5,506,189,415	\$4,886,959,447

NOTE:

Decisions of the Nebraska Supreme Court in July and October 1963 have placed in doubt the validity of certain retail instalment obligations (including obligations that have been fully paid) held or purchased by all banks, finance companies and others engaged in such business in Nebraska, including General Motors Acceptance Corporation. As a result, it is possible that retail purchasers under instalment contracts may be freed from liability for the obligation (and may recover payments already made) even though they retain the property so purchased. The aggregate amount of Nebraska retail instalment obligations that may be affected as regards GMAC is estimated to be not in excess of \$100,000,000. Eighteen suits are now pending against GMAC and others are known to be threatened. In November 1963, the Nebraska Legislature in special session enacted certain remedial bills which reduce or eliminate finance institutions' potential liability with respect to such instalment obligations. The beneficial effect of the remedial bills cannot be determined until their constitutionality has been tested. GMAC cannot predict the amount of loss, if any, that might be incurred with respect to such Nebraska obligations, nor can it predict whether similar situations may develop in any other state, several of which have constitutional provisions similar to those of Nebraska. GMAC will vigorously defend the validity of such obligations.

GENERAL MOTORS CORPORATION
and consolidated subsidiaries

STATISTICAL

Year	Net Sales	Net Income	Net Income as % of Sales	Dividends on Preferred Stocks	Amount Earned on Common Stock		Dividends on Common Stock		Total Dividends on Preferred and Common Stocks as % of Net Income
					Total	Per Share*	Total	Per Share*	
1944	\$ 4,262,249,472	\$ 170,995,865	4.0%	\$ 9,178,220	\$ 161,817,645	\$.61	\$ 132,063,371	\$.50	82.6%
1945	3,127,934,868	188,268,115	6.0	9,178,220	179,089,895	.68	132,066,520	.50	75.0
1946	1,962,502,289	87,526,311	4.5	9,782,407	77,743,904	.29	99,158,674	.38	124.5
1947	3,815,159,163	287,991,373	7.5	12,928,310	275,063,063	1.04	132,167,487	.50	50.4
1948	4,701,770,340	440,447,724	9.4	12,928,315	427,519,409	1.62	197,845,688	.75	47.9
1949	5,700,835,141	656,434,232	11.5	12,928,316	643,505,916	2.44	351,380,264	1.33	55.5
1950	7,531,086,846	834,044,039	11.1	12,928,315	821,115,724	3.12	526,111,783	2.00	64.6
1951	7,465,554,851	508,199,560	6.8	12,928,313	493,271,247	1.88	350,249,851	1.33	71.7
1952	7,549,154,419	558,721,179	7.4	12,928,313	545,792,866	2.08	349,041,039	1.33	64.8
1953	10,027,965,482	598,119,478	6.0	12,928,312	585,191,166	2.24	348,760,514	1.33	60.5
1954	9,823,526,291	805,973,897	8.2	12,928,309	793,045,588	3.03	436,507,196	1.67	55.8
1955	12,443,277,420	1,189,477,082	9.6	12,928,306	1,176,548,777	4.30	592,245,497	2.17	50.9
1956	10,796,442,575	847,396,102	7.8	12,928,302	834,467,800	3.02	552,853,282	2.00	66.8
1957	10,989,813,178	843,592,435	7.7	12,928,300	830,664,135	2.99	555,453,812	2.00	67.4
1958	9,521,965,629	633,628,076	6.7	12,928,298	620,699,778	2.22	558,940,800	2.00	90.3
1959	11,233,057,200	873,100,149	7.8	12,928,296	860,171,853	3.06	561,838,126	2.00	65.8
1960	12,735,999,681	959,042,489	7.5	12,928,293	946,114,196	3.35	564,190,599	2.00	60.2
1961	11,395,916,826	892,821,444	7.8	12,928,292	879,893,152	3.11	707,383,013	2.50	80.7
1962	14,640,240,799	1,459,077,450	10.0	12,928,290	1,446,149,160	5.10	850,465,125	3.00	59.2
1963	16,494,818,184	1,591,823,058	9.7	12,928,288	1,578,894,770	5.56	1,135,809,405	4.00	72.2

Factory Sales of Cars and

Cars and Trucks Manufactured in the United States

Year	PASSENGER CARS						TRUCKS AND COACHES			TOTAL United States
	Buick	Cadillac	Chevrolet	Oldsmobile	Pontiac	TOTAL	Chevrolet	GMC	TOTAL	
1954	536,894	122,144	1,421,476	431,462	372,051	2,884,027	328,102	83,823	411,929*	3,295,956
1955	780,237	153,134	1,821,695	642,156	580,464	3,977,686	392,193	106,793	498,986	4,476,672
1956	535,315	140,340	1,619,578	433,061	334,628	3,062,922	351,032	93,787	444,819	3,507,741
1957	407,546	152,660	1,519,340	390,305	341,875	2,811,726	352,562	72,890	425,452	3,237,178
1958	258,394	126,087	1,263,690	310,909	220,767	2,179,847	280,302	66,096	346,398	2,526,245
1959	232,757	138,610	1,428,336	366,879	389,616	2,556,198	326,448	77,371	403,819	2,960,017
1960	304,085	158,719	1,874,659	400,379	447,868	3,185,710	393,100	102,567	495,667	3,681,377
1961	292,398	147,957	1,605,434	322,366	362,147	2,730,302	343,677	76,333	420,010	3,150,312
1962	416,087	159,014	2,158,958	458,045	545,884	3,737,988	396,123	89,712	484,835	4,222,823
1963	480,082	164,651	2,302,458	504,853	625,688	4,077,732	482,769	101,189	583,958	4,661,690

GENERAL MOTORS CORPORATION
and consolidated subsidiaries

SUMMARY

Net Income Retained for Use in the Business		Expenditures for Plant and Equipment (Excluding Special Tools)	Worldwide		At December 31			Year
Total	Per Share*		Payrolls	Average Number of Employees	Common and Preferred Shareholders		Net Working Capital	
					Number	Equity		
\$ 29,754,274	\$.11	\$ 40,209,782	\$1,396,044,634	477,072	424,739	\$1,304,071,620	\$ 903,409,918	1944
47,023,375	.18	113,675,758	1,022,112,178	356,540	426,018	1,351,094,996	775,229,420	1945
21,414,770†	.09†	287,556,942	887,267,511	311,543	437,925	1,427,680,225	768,730,888	1946
142,895,576	.54	187,189,081	1,174,980,654	387,303	436,510	1,570,575,801	865,373,105	1947
229,673,721	.87	142,639,800	1,305,489,590	392,107	433,945	1,800,249,522	1,086,680,131	1948
292,125,652	1.11	130,420,003	1,472,087,750	426,137	434,075	2,092,375,174	1,265,916,125	1949
295,003,941	1.12	175,621,363	1,843,342,263	496,627	445,573	2,387,379,115	1,506,256,144	1950
143,021,396	.55	259,811,173	1,905,691,399	501,812	478,924	2,530,400,511	1,456,758,140	1951
196,751,827	.75	343,064,482	2,062,103,065	490,749	487,624	2,727,152,338	1,191,221,891	1952
236,430,652	.91	500,909,068	2,676,044,049	586,602	494,632	2,982,531,816	1,236,134,209	1953
356,538,392	1.36	754,650,239	2,610,195,006	576,667	487,639	3,339,070,208	1,350,561,015	1954
584,303,280	2.13	608,121,546	3,127,145,514	624,011	565,408	4,255,055,724	2,058,257,831	1955
261,614,518	1.02	890,526,891	2,895,768,446	599,243	656,076	4,581,590,189	1,745,974,246	1956
275,210,323	.99	473,888,927	2,954,775,530	588,160	717,746	4,905,107,782	1,861,363,078	1957
61,758,978	.22	269,382,628	2,688,379,697	520,925	750,731	5,016,839,689	2,098,706,137	1958
298,333,727	1.06	319,940,202	3,083,759,866	557,218	786,744	5,371,011,318	2,566,157,275	1959
381,923,597	1.35	525,972,182	3,487,092,528	595,151	830,873	5,814,660,789	2,799,315,560	1960
172,510,139	.61	503,224,903	3,238,818,071	552,984	867,052	6,025,655,017	3,058,577,064	1961
596,684,035	2.10	645,113,381	3,894,873,691	604,718	1,059,225	6,650,971,621	3,528,029,982	1962
443,085,365	1.56	647,221,971	4,312,751,823	640,073	1,068,151	7,121,011,941	3,727,408,166	1963

*In terms of present \$1½ par value common stock.
†Italics indicate excess of dividends over net income.

Trucks, including export shipments

Cars and Trucks Manufactured Outside the United States

CANADIAN PLANTS	OVERSEAS PLANTS						TOTAL Canada and Overseas	TOTAL Sales all Sources	Year
	Argentina	Australia	Brazil	England	W. Germany	TOTAL			
1954	—	54,796	—	130,951	164,117	349,864	503,672	3,799,628	1954
1955	—	63,800	—	142,149	186,999	392,948	554,322	5,030,994	1955
1956	—	68,893	—	123,643	205,605	398,141	583,122	4,090,863	1956
1957	—	94,557	—	143,573	228,736	466,866	648,188	3,885,366	1957
1958	—	110,626	—	174,124	312,873	597,623	784,248	3,310,493	1958
1959	—	115,308	16,274	244,655	334,444	710,681	890,897	3,850,914	1959
1960	—	140,336	18,128	245,981	366,817	771,262	979,619	4,660,996	1960
1961	—	112,680	13,584	186,388	377,258	689,910	886,317	4,036,629	1961
1962	—	133,325	18,977	215,974	378,878	747,154	1,015,778	5,238,601	1962
1963	307,651	3,749	166,118	12,019	248,227	574,796	1,004,909	5,974,250	1963

*Including 4 units produced by Pontiac.



ALFRED P. SLOAN, JR.
Honorary Chairman
of the Board of Directors
68 years' service

GM OFFICERS OF GENERAL MOTORS CORPORATION



FREDERIC G. DONNER
Chairman of the Board of Directors;
chief executive officer
38 years' service

JOHN F. GORDON
President;
chief operating officer
40 years' service



Executive Vice Presidents

GEORGE RUSSELL
36 years' service

JAMES E. GOODMAN
38 years' service

LOUIS C. GOAD
40 years' service

JAMES M. ROCHE
36 years' service

Group Vice Presidents

EDWIN C. KLOTZBURGER
41 years' service

ROGER M. KYES
14 years' service



EDWARD N. COLE
33 years' service

PHILIP J. MONAGHAN
27 years' service

STAFF OFFICERS

CARL E. ALLEN
Pension Fund
Investment Coordinator
2 years' service

HARRY F. BARR
In charge of
Engineering Staff
33 years' service

ANTHONY G. DE LORENZO
In charge of
Public Relations Staff
15 years' service

RICHARD C. GERSTENBERG
In charge of
Financial Staff
32 years' service

LAWRENCE R. HAFSTAD
In charge of
Research Laboratories
8 years' service

WILLIAM L. MITCHELL
In charge of
Styling Staff
24 years' service

ALOYSIUS F. POWER
General Counsel
36 years' service

LOUIS G. SEATON
In charge of
Personnel Staff
36 years' service

KENNETH E. STALEY
In charge of
Marketing Staff
33 years' service

WALLACE E. WILSON
In charge of
Manufacturing Staff
26 years' service

OSCAR A. LUNDIN
Treasurer
30 years' service

RALPH C. MARK
Comptroller
33 years' service

GEORGE A. BROOKS
Secretary
30 years' service

GENERAL MANAGERS

General Motors Operating Divisions and Subsidiaries

Car, Truck and Body Divisions

Buick Motor Division

Flint, Michigan
E. D. ROLLERT, General Manager
27 years' service
Buick passenger cars

Buick-Oldsmobile-Pontiac Assembly Division

Detroit, Michigan (Plants in 7 cities)
K. N. SCOTT, General Manager
28 years' service
Assembly of Buick, Chevrolet, Oldsmobile and Pontiac passenger cars, and Chevrolet and GMC trucks

Cadillac Motor Car Division

Detroit, Michigan
H. G. WARNER, General Manager
36 years' service
Cadillac passenger cars

Chevrolet Motor Division

Detroit, Michigan (Manufacturing or assembly operations in 25 cities)
S. E. KNUDSEN, General Manager
25 years' service
Chevrolet passenger cars and trucks

Fisher Body Division

Warren, Michigan (Manufacturing or assembly operations in 24 cities)
R. H. GATHMAN, General Manager
29 years' service
Fisher bodies

GMC Truck & Coach Division

Pontiac, Michigan
C. J. WERNER, General Manager
41 years' service
Trucks and buses; commercial and military vehicles

Oldsmobile Division

Lansing, Michigan
J. F. WOLFRAM, General Manager
36 years' service
Oldsmobile passenger cars

Pontiac Motor Division

Pontiac, Michigan
E. M. ESTES, General Manager
29 years' service
Pontiac passenger cars

Ternstedt Division

Warren, Michigan (Plants in 7 cities)
F. O. RILEY, General Manager
28 years' service
Automotive body hardware, parts and accessories

Accessory and Parts Divisions

AC Spark Plug Division

Flint, Michigan (Plants in 3 cities)
J. A. ANDERSON, General Manager
39 years' service
Automotive and aircraft parts; accessories; electronic and guidance equipment for missiles and other uses

Central Foundry Division

Saginaw, Michigan (Plants in 5 cities)
E. E. BRAUN, General Manager
34 years' service
Grey iron, malleable iron, Arma-Steel, aluminum and heat resistant alloy castings

Delco-Moraine Division

Dayton, Ohio
N. L. Gebhart, General Manager
38 years' service
Hydraulic brake equipment, bearings, metal powder products, controlled friction components

Delco Products Division

Dayton, Ohio
V. P. BLAIR, General Manager
34 years' service
Automotive shock absorbers, electric motors and generators, hydraulic and electric controls

Delco Radio Division

Kokomo, Indiana
M. J. CASERIO, General Manager
26 years' service
Car radios; comfort controls; static power supplies; transistors; rectifiers; military electronics

Delco-Remy Division

Anderson, Indiana (Plants in 5 cities)
D. L. BOYES, General Manager
36 years' service
Automotive starting, lighting, ignition equipment; horns, switches, vacuum controls; batteries

Guide Lamp Division

Anderson, Indiana
B. L. STEWART, General Manager
37 years' service
Automotive lamps, Guide-Matic controls, mirrors, finished die castings, molded plastic parts

Harrison Radiator Division

Lackawanna, New York (Plants in 2 cities)
L. A. ZWICKER, General Manager
34 years' service
Car and truck radiators, defrosters, heaters, thermostats and air conditioners; heat exchangers

Hyatt Bearings Division

Harrison, New Jersey (Plants in 2 cities)
W. E. MILNER, General Manager
38 years' service
Cylindrical and tapered bearings for automotive and industrial uses; railroad journal boxes

Accessory and Parts Divisions (Continued)

Hydra-Matic Division

Troy, Michigan
F. J. McDONALD, General Manager
23 years' service
Hydra-Matic automatic transmissions for cars and military vehicles

Inland Manufacturing Division

Dayton, Ohio
L. C. WOLCOTT, General Manager
37 years' service
Weatherstrips; steering wheels; soft interior trim; suspension parts; brake lining and hoses; ice trays

New Departure Division

Bristol, Connecticut (Plants in 3 cities)
S. H. STONER, General Manager
33 years' service
Ball bearings for every use; steel balls; sprag and roller clutches; forgings; transmission parts

Packard Electric Division

Warren, Ohio
C. C. RIGSBY, General Manager
28 years' service
Automotive, aircraft and appliance wiring systems; magnet wire

Rochester Products Division

Rochester, New York
HARRY HAWKINS, General Manager
37 years' service
Carburetors, fuel injection systems, steel tubing, cigarette lighters, locks, keys, fuel pumps

Saginaw Steering Gear Division

Saginaw, Michigan
W. H. DOERFNER, General Manager
45 years' service
Power and manual steering units; propeller shafts; suspension parts; Tilt-Wheel and regular steering columns; ball-bearing screws and splines

United Motors Service Division

Detroit, Michigan
W. M. WALKER, JR., General Manager
20 years' service
Distribution of automotive service parts and equipment

Engine Divisions

Allison Division

Indianapolis, Indiana
H. H. DICE, General Manager
34 years' service
Gas turbine engines; nuclear and space research; rocket motor cases; heavy-duty transmissions; sleeve bearings

Detroit Diesel Engine Division

Detroit, Michigan
C. W. TRUXELL, JR., General Manager
32 years' service
Diesel engines for marine, industrial, petroleum, transportation, military and construction equipment use

Diesel Equipment Division

Grand Rapids, Michigan
A. F. DAVIS, General Manager
34 years' service
Fuel injectors; valve lifters; turbine nozzles; cold formed precision parts

Electro-Motive Division

La Grange, Illinois (Plants in 2 cities)
R. L. TERRELL, General Manager
24 years' service
Diesel locomotives; portable generating plants; large marine and industrial Diesel engines

Euclid Division

Hudson, Ohio (Plants in 2 cities)
R. E. HUNTER, General Manager
20 years' service
Off-the-highway equipment for moving earth, rock, coal, ore and timber

Household Appliance Divisions

Delco Appliance Division

Rochester, New York
P. H. RUTHERFORD, General Manager
38 years' service
Automotive electric motors, actuators, windshield wipers; home conditioning equipment

Frigidaire Division

Dayton, Ohio
H. F. LEHMAN, General Manager
39 years' service
Refrigerators; freezers; washers; dryers; ranges; dishwashers; disposers; dry cleaners; automobile and room air conditioners

Overseas and Canadian Units

General Motors Overseas Operations Division

New York, New York
E. C. DAUM, General Manager
39 years' service
Manufacture, assembly and distribution of GM products outside U.S. and Canada

Frigidaire Products of Canada Limited

Scarborough, Ontario
E. V. RIPPINGILL, JR., President and General Manager
33 years' service
Frigidaire products for Canada; automotive headlights, tubing and instrument assemblies

General Motors of Canada, Limited

Oshawa, Ontario
R. SAMUEL McLAUGHLIN, Chairman of the Board
77 years' service
E. H. WALKER, President and General Manager
34 years' service
Manufacture, assembly and distribution of GM cars and trucks

General Motors Diesel Limited

London, Ontario
V. L. SNOW, President and General Manager
28 years' service
Manufacture of Diesel electric locomotives; power generating units; transit buses; fractional horsepower motors

McKinnon Industries Limited

St. Catharines, Ontario (Plants in 2 cities)
E. J. BAREAU, President and General Manager
29 years' service
Parts, assemblies, accessories for cars and trucks; engines, transmissions, castings and forgings

Finance and Insurance Units

General Motors Acceptance Corporation

New York, New York
T. W. TOWELL, President
38 years' service
Wholesale and retail financing for dealers in GM passenger cars and other GM products in the U.S., Canada and overseas

Motors Insurance Corporation

New York, New York
W. H. WILSON, President
36 years' service
Physical damage insurance for automobiles

Motors Holding Division

Detroit, Michigan
WILLIAM HARVEY III, General Manager
15 years' service
Capital financing for retail dealers and distributors in GM products

Yellow Motors Credit Corporation

Detroit, Michigan
HAROLD ROWE, President
33 years' service
Wholesale and retail financing for products of GMC Truck & Coach, Euclid and Detroit Diesel Engine Divisions

OTHER UNITS

Argonaut Realty Division • General Motors Proving Ground • General Motors Institute • General Motors Technical Center

GENERAL MOTORS OPERATIONS OVERSEAS

Major Car and Truck Manufacturing Operations



Adam Opel A.G.
Rüsselsheim am Main, West Germany
(Plants in 2 cities)
N. J. STORK, Managing Director
30 years' service

Design and manufacture of Opel Kadett, Rekord and Kapitän passenger cars, light commercial vehicles



Vauxhall Motors Limited
Luton, England (Plants in 3 cities)
WILLIAM SWALLOW, Managing Director
17 years' service
Design and manufacture of Vauxhall Viva, Victor, Cresta and Velox passenger cars, Bedford commercial vehicles



General Motors-Holden's Pty. Limited
Melbourne, Australia (Plants in 5 cities)
D. L. HEGLAND, Managing Director
18 years' service
Design and manufacture of Holden passenger cars and light commercial vehicles and Frigidaire products; assembly of imported vehicles; import of other GM products

Other Operations Overseas

General Motors GmbH
West Berlin
Manufacture of engine bearings

Euclid (Great Britain) Limited
Mathersall, Scotland (Plants in 2 cities)
Manufacture of Euclid off-the-highway earth-moving equipment

General Motors Limited
London, England (Plants in 4 cities)
Manufacture of Frigidaire and AC-Delco products; import of other GM products

General Motors New Zealand Limited
Wellington, New Zealand
Assembly of imported vehicles; manufacture of Frigidaire products; import of other GM products

General Motors Continental
Antwerp, Belgium; Rotterdam, Netherlands
Assembly of imported vehicles; import of other GM products

General Motors (France)
Gennevilliers, Paris, France
Manufacture of Frigidaire and AC-Delco products; import of GM vehicles and other GM products

General Motors Suisse S.A.
Bienne, Switzerland
Assembly of imported vehicles; import of other GM products

General Motors Austria Ges.m.b.H.
Vienna, Austria
Import of GM products

General Motors Italia S.p.A.
Milan, Italy
Import of GM products

General Motors (Norway) A/S
Oslo, Norway
Import of GM products

General Motors Nordiska A.B.
Stockholm and Trollhättan, Sweden
Import of GM products

Suomen General Motors Oy.
Helsinki, Finland
Import of GM products

General Motors International A/S
Copenhagen, Denmark
Assembly of imported vehicles; import of other GM products

General Motors de Portugal, Limitada
Lisbon and Agostinho, Portugal
Assembly of imported vehicles; import of other GM products

General Motors South African (Pty.) Limited
Port Elizabeth, Republic of South Africa
Assembly of imported vehicles; manufacture of commercial bodies and Frigidaire products; import of other GM products

General Motors de Mexico, S.A. de C.V.
Mexico City, Mexico
Assembly of imported vehicles; manufacture of Frigidaire products; import of other GM products

General Motors de Venezuela, C.A.
Caracas, Venezuela
Assembly of imported vehicles; import of other GM products

General Motors del Peru S.A.
Lima, Peru
Assembly of imported vehicles; import of other GM products

General Motors do Brasil S.A.
Sao Paulo, Brazil (Plants in 2 cities)
Manufacture of Chevrolet commercial vehicles and Frigidaire products; import of other GM vehicles and products

General Motors Argentina S.A.
San Martin, Buenos Aires, Argentina (Plants in 2 cities)
Manufacture of Chevrolet and Bedford commercial vehicles and Chevrolet passenger cars; import of other GM products

General Motors Uruguay S.A.
Montevideo, Uruguay
Import of GM products

Foreign Distributors Division
New York, New York
Distribution of GM products in all overseas territories not served by plants or warehouses

GMAC has operations in 10 countries outside the United States and Canada.



CHEVROLET CHEVELLE MALIBU SUPER SPORT COUPE—Skyline of midtown Manhattan is an inspiring sight when seen from New Jersey side of Hudson River.



The painting on the front and back covers portrays the General Motors Futurama exhibit at the 1964-65 New York World's Fair. In the foreground 1964 GM cars are shown traveling on Grand Central Parkway.

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